

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 14D-1

(AMENDMENT NO. 2)

TENDER OFFER STATEMENT PURSUANT TO SECTION  
14(D) (1) OF THE SECURITIES EXCHANGE ACT OF 1934

GRUMMAN CORPORATION

-----  
(NAME OF SUBJECT COMPANY)

NORTHROP ACQUISITION, INC.

-----  
(BIDDER)

Common Stock, \$1.00 par value per share  
(Including the Associated Rights)

-----  
(TITLE OF CLASS OF SECURITIES)

40018110

-----  
(CUSIP NUMBER OF CLASS OF SECURITIES)

Richard R. Molleur, Esq.  
Northrop Corporation  
1840 Century Park East  
Los Angeles, CA 90067  
(310) 553-6262

COPY TO:

Karen E. Bertero, Esq.  
Gibson, Dunn & Crutcher  
333 South Grand Avenue  
Los Angeles, CA 90071  
(213) 229-7000

-----  
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON  
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDER)

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CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE**
\$2,104,030,800.00	\$420,806.16

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\* For purposes of calculating fee only. Assumes purchase of 35,067,180 shares of Common Stock, \$1.00 par value per share, of Grumman Corporation at \$60.00 per share.

\*\* 1/50th of 1% of Transaction valuation.

[ ] CHECK BOX IF ANY PART OF THE FEE IS OFFSET AS PROVIDED BY RULE 0-11(A) (2)  
AND IDENTIFY THE FILING WITH WHICH THE OFFSETTING FEE WAS PREVIOUSLY PAID.

IDENTIFY THE PREVIOUS FILING BY REGISTRATION STATEMENT NUMBER, OR THE FORM OR SCHEDULE AND THE DATE OF ITS FILING.

Amount previously paid: Not Applicable

Filing party: Not Applicable

Form or registration no.: Not Applicable

Date filed: Not Applicable

Page 1 of 4 Pages

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule 14D-1, dated March 14, 1994 (the "Schedule 14D-1"), of Northrop Acquisition, Inc. (the "Purchaser") and Northrop Corporation ("Northrop"), as amended, filed in connection with the Purchaser's offer to purchase all of the outstanding shares of Common Stock, par value \$1.00 per share, of Grumman Corporation, a New York corporation (the "Company"), and the associated preferred stock purchase rights, as set forth in the Schedule 14D-1.

ITEM 3. PAST CONTACTS, TRANSACTIONS OR NEGOTIATIONS WITH THE SUBJECT COMPANY.

On March 23, 1994, Northrop sent a letter to the Company, a copy of which is attached hereto as Exhibit (c) (5) and incorporated herein by reference in its entirety. On March 24, 1994, Northrop received a letter from the Company, a copy of which is attached hereto as Exhibit (c) (6) and incorporated herein by reference in its entirety.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(c) (5) Letter dated March 23, 1994 from Northrop to the Company.

(c) (6) Letter dated March 24, 1994 from the Company to Northrop.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 24, 1994

NORTHROP CORPORATION

/s/ Richard R. Molleur

-----  
Name: Richard R. Molleur

Title: Corporate Vice President

NORTHROP ACQUISITION, INC.

/s/ Richard R. Molleur

-----  
Name: Richard R. Molleur

Title: Vice President and Secretary

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EXHIBIT INDEX

EXHIBIT  
NO.  
-----

DESCRIPTION  
-----

SEQUENTIALLY  
NUMBERED PAGE  
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- (c) (5) Letter dated March 23, 1994 from Northrop to the Company.
- (c) (6) Letter dated March 24, 1994 from the Company to Northrop.

[NORTHROP LOGO]

Corporate Vice President and  
Chief Financial Officer  
-----  
Northrop Corporation  
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1840 Century Park East  
Los Angeles, California 90007-27xx  
Telephone 310-563-5282

March 23, 1994

VIA FACSIMILE  
-----

Mr. J. R. Anderson  
Vice Chairman and Chief Financial Officer  
Grumman Corporation  
1111 Stewart Avenue  
Bethpage, NY 11714-3580

Dear Bob:

It has now been more than 10 days since we wrote you to advise that our Board of Directors had authorized the acquisition of Grumman at a price \$5 per share in excess of the amount offered by Martin Marietta and that we are prepared to enter into a tender offer/merger agreement with Grumman on substantially identical terms to those in the Grumman-Martin Marietta agreement.

We appreciate the opportunity we were afforded to do limited "due diligence" at Grumman last week, and I can advise that what we learned has confirmed our strong desire to complete the acquisition. We are very firmly of the view that there is greater value in a combination of Grumman with Northrop than with Martin Marietta and the results of a free and open bidding process will confirm that view.

We do not, of course, have knowledge whether Martin Marietta is considering an increase in its offer price. If Martin Marietta determines to do so, we would object most strenuously to any amendment of the existing Grumman-Martin Marietta agreement that would have the effect of erecting still further barriers (in the form of increased "lock-up" fees or otherwise) to a free and open competitive bidding opportunity for Northrop.

It would be absolutely contrary to the best interests of Grumman's stockholders if Grumman were to tilt the playing field against Northrop once again by entering into further lock-up arrangements or by otherwise favoring Martin Marietta.

Accordingly, we are requesting assurance from Grumman, in writing, by close of business Pacific Standard Time on Thursday, March 24, 1994, to the following effect:

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(a) That Grumman will not amend or revise the existing merger agreement between it and Martin Marietta in any respect that would impede or make more expensive the acquisition of Grumman by Northrop, except for any increase in the consideration payable to Grumman stockholders.

(b) That Grumman will take no action that would impede a free and open competitive bidding and the ability of Northrop to submit to the Grumman Board of Directors and stockholders a competing offer to any further offer

by Martin Marietta for the acquisition of Grumman and will take such actions as may be necessary and appropriate to afford Northrop the opportunity to do so.

Sincerely,

/s/ RICHARD B. WAUGH, JR.

Richard B. Waugh, Jr.

[LETTERHEAD OF GRUMMAN CORPORATION]

J. Robert Anderson  
Vice Chairman of the Board  
and Chief Financial Officer

March 24, 1994

Mr. Richard B. Waugh, Jr.  
Corporate Vice President and  
Chief Financial Officer  
Northrop Corporation  
1840 Century Park East  
Los Angeles, CA 90067

Dear Dick,

Pursuant to the request set forth in your letter to me dated March 23, 1994, this will advise you that Grumman Corporation will not take any action except to the extent that the Board of Directors of Grumman Corporation determines in its reasonable good faith business judgment that it is in the interest of the shareholders of Grumman Corporation to take such action.

Please be advised that the Board of Directors of Grumman Corporation pursuant to Section 6.2 of the Merger Agreement between it and Martin Marietta has today authorized entering into discussions with Northrop.

Sincerely,

/s/ J. R. ANDERSON

J. R. Anderson

JRA:rk

cc: Martin Marietta Corporation  
6801 Rockledge Drive  
Bethesda, MD 20817  
Attn: General Counsel