

This Amendment No. 6 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 (the "Offer").

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

On March 30, 1994, Northrop received a letter from the Company, a copy of which is attached hereto as Exhibit (c)(11) and incorporated herein by reference in its entirety.

ITEM 10. ADDITIONAL INFORMATION TO BE FURNISHED.

The response to Item 10 is hereby amended and supplemented as follows:

At 11:59 p.m. on March 30, 1994 the 15-day waiting period applicable to the Offer under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 expired without the Federal Trade Commission or the Department of Justice issuing a second request for information. Such expiration was a condition to the Offer, and such condition has now been satisfied.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(c)(11) Letter dated March 30, 1994 from the Company to Northrop.

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 31, 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

EXHIBIT INDEX

EXHIBIT
NO.

DESCRIPTION

(c) (11) Letter dated March 30, 1994 from the Company to Northrop.

[LETTERHEAD OF GRUMMAN CORPORATION]

March 30, 1994

Mr. Kent Kresa
Chairman, President and Chief
Executive Officer
Northrop Corporation
1840 Century Park East
Los Angeles, California 90067

Dear Kent:

Your March 30 letter has been received and communicated to Grumman's Directors. The Directors have considered the letter and have concluded that we should continue in accordance with the Rules and Procedures for Submission of Proposals, transmitted to Northrop and Martin Marietta on March 28, 1994. The Directors do not believe that it would be appropriate or consistent with the objectives of the Rules and Procedures to adopt the proposals set forth in your March 30 letter.

I want to assure you that the objectives of the Directors are as set forth in the Rules and Procedures of our March 28 letter to Martin Marietta and Northrop. The Board, including myself, very much hopes that you will participate in the bidding procedure and that the Grumman shareholders will have offered to them the best and highest offer of the bidders.

As in the case of my letter of March 29, we are simultaneously transmitting this letter both to you and to Martin Marietta.

Sincerely,

/s/ RENSO L. CAPORALI

Renso L. Caporali

RLC:dm

cc: Mr. Norman R. Augustine,
Chairman and Chief Executive Officer
Martin Marietta Corporation