

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE TO  
(RULE 14d-100)  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
Amendment No. 8  
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NEWPORT NEWS SHIPBUILDING INC.  
(Name of Subject Company (Issuer))  
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NORTHROP GRUMMAN CORPORATION  
(Names of Filing Persons (identifying status as offeror,  
issuer or other person))  
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Common Stock, par value, \$0.01 per share  
(including associated Rights)  
(Title of Class of Securities)  
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652228107  
(CUSIP Number of Class of Securities)  
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JOHN H. MULLAN  
NORTHROP GRUMMAN CORPORATION  
CORPORATE VICE PRESIDENT AND SECRETARY  
1840 CENTURY PARK EAST  
LOS ANGELES, CALIFORNIA 90067  
(301) 553-6262

(Name, address, and telephone number of person  
authorized to receive notices and communications on behalf of filing persons)

WITH A COPY TO:  
STEPHEN FRAIDIN  
FRIED, FRANK, HARRIS, SHRIVER & Jacobson  
ONE NEW YORK PLAZA  
NEW YORK, NEW YORK 10004-1980  
(212) 859-8000

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 Check the box if the filing relates solely to preliminary  
communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which  
the statement relates:

third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting  
the results of the tender offer:

This Amendment No. 8 (this "Amendment No. 8") amends and supplements  
the Tender Offer Statement on Schedule TO as initially filed and dated May  
23, 2001 (as previously amended and amended hereby, the "Schedule TO")  
filed by NORTHROP GRUMMAN CORPORATION, a Delaware corporation, ("Northrop  
Grumman") relating to the offer (the "Offer") by Northrop Grumman to issue,  
upon the terms and subject to the conditions set forth herein and in the  
related letter of election and transmittal, shares of common stock, par  
value \$1.00 per share (the "Northrop Grumman Shares") designed to have a  
value of \$67.50 per share or pay \$67.50 per share in cash (subject to the  
election and proration procedures and limitations in the Prospectus  
(defined below) and related letter of election and transmittal) for each  
outstanding share of common stock, par value \$0.01 per share (the "Common  
Stock") of NEWPORT NEWS SHIPBUILDING INC., a Delaware corporation,  
("Newport News") including the associated Series A participating cumulative  
preferred stock purchase rights issued pursuant to the Newport News  
stockholder protection rights agreement (the "Rights" and together with the

Common Stock, the "Newport News Shares").

Northrop Grumman has filed a registration statement with the Securities and Exchange Commission on Form S-4, relating to the Northrop Grumman Shares to be issued to stockholders of Newport News in connection with the tender offer, as set forth in the prospectus which is a part of the registration statement (the "Prospectus"), and the related letter of election and transmittal, which were annexed to the Schedule T0 as Exhibits (a)(4) and (a)(1)(A) thereto.

All of the information in the Prospectus and the related letter of election and transmittal, and any prospectus supplement or other supplement thereto related to the offer hereafter filed with the Securities and Exchange Commission by Northrop Grumman, is hereby incorporated by reference in answer to items 2 through 11 of the Schedule T0.

ITEM 12. EXHIBITS

Item 12 is hereby amended and supplemented as follows:

(a)(5)(K) Press Release, dated August 10, 2001.

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.

NORTHROP GRUMMAN CORPORATION

By: /s/ John H. Mullan  
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John H. Mullan  
Corporate Vice President  
and Secretary

Dated: August 10, 2001

EXHIBIT INDEX

EXHIBIT  
NUMBER

DESCRIPTION

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(a)(5)(K) Press Release, dated August 10, 2001.

NORTHROP GRUMMAN CORPORATION  
Public Information  
1840 Century Park East  
Los Angeles, California 90067-2199  
Telephone: 310-553-6262  
Fax: 310-556-4561

Contact: Bob Bishop (310) 201-3335

FOR IMMEDIATE RELEASE

NORTHROP GRUMMAN, DOJ, DOD AGREE TO

-----  
NEWPORT NEWS SHIPBUILDING ACQUISITION TIMELINE  
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Los Angeles -- Aug. 10, 2001 -- Northrop Grumman Corporation (NYSE: NOC) announced today that it will comply with a Department of Justice request not to issue before Aug. 20, 2001, its intent to consummate its proposed acquisition of Newport News Shipbuilding Inc. (NYSE: NNS); this would mean that Northrop Grumman could not consummate such an acquisition earlier than Sept. 4, 2001 (10 business days after notification).

The agreement was signed by Northrop Grumman, the Department of Defense (DoD) and the Department of Justice (DoJ), as well as by General Dynamics Corporation, which also seeks to acquire Newport News. In the agreement, DoJ and DoD said that they will inform the companies of their enforcement intentions regarding the transaction after receiving notification of intent to close.

Northrop Grumman announced on May 9, 2001, its offer to acquire Newport News Shipbuilding; the company filed its Hart-Scott-Rodino premerger notification with DoJ on May 18, 2001.

On June 18, 2001, DoJ requested additional information on the transaction, and Northrop Grumman announced that it would comply. By law, the waiting period required under Hart-Scott-Rodino would have expired 30 days after Northrop Grumman substantially complied with the request, unless it was extended by court order or by the consent of Northrop Grumman. Northrop Grumman has substantially complied with the request. With today's agreement, the companies, DoJ and DoD have consented to let the review process proceed.

Northrop Grumman Corporation is a \$15 billion, global aerospace and defense company with its worldwide headquarters in Los Angeles. Northrop Grumman provides technologically advanced, innovative products, services and solutions in defense and commercial electronics, systems integration, information technology and non-nuclear shipbuilding and systems. With 80,000 employees and operations in 44 states and 25 countries, Northrop Grumman serves U.S. and international military, government and commercial customers.

THIS ANNOUNCEMENT IS NEITHER AN OFFER TO PURCHASE NOR A SOLICITATION OF AN OFFER TO SELL SHARES OF NEWPORT NEWS SHIPBUILDING. THE EXCHANGE OFFER STATEMENT (INCLUDING THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND TRANSMITTAL AND OTHER OFFER DOCUMENTS) FILED BY NORTHROP GRUMMAN WITH THE SEC CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY BEFORE ANY DECISION IS MADE WITH RESPECT TO THE OFFER. THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND TRANSMITTAL AND CERTAIN OTHER DOCUMENTS WILL BE MADE AVAILABLE AT NO CHARGE TO ALL STOCKHOLDERS OF NEWPORT NEWS. THE EXCHANGE OFFER STATEMENT (INCLUDING THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND TRANSMITTAL AND ALL OTHER DOCUMENTS FILED WITH THE SEC) WILL ALSO BE AVAILABLE AT NO CHARGE AT THIS SEC'S WEBSITE AT WWW.SEC.GOV.

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Members of the news media may receive our releases via e-mail by registering at: [http://www.northgrum.com/cgi-bin/regist\\_form.cgi](http://www.northgrum.com/cgi-bin/regist_form.cgi)

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LEARN MORE ABOUT US: Northrop Grumman news releases, product information, photos and video clips are available on the Internet at:  
<http://www.northropgrumman.com>  
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