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# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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## FORM 8-K

### CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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Date of Report (date of earliest event reported): December 20, 2002

# Northrop Grumman Corporation

(Exact Name of Registrant as Specified in Charter)

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Delaware

1-16411

95-4840775

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(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

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1840 Century Park East, Los Angeles, California 90067

[www.northropgrumman.com](http://www.northropgrumman.com)

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(Address of Principal Executive Offices and internet site)

(310) 553-6262

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(Registrant's telephone number, including area code)

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**Item 5. Other Events.**

On December 20, 2002, Northrop Grumman Corporation, a Delaware corporation (“Northrop Grumman”), BCP Acquisition Company L.L.C., a Delaware limited liability company (“BCP”), TRW Inc., an Ohio corporation (“TRW”), and TRW Automotive Inc., a Delaware corporation (“TAI”), executed Amendment No.1 (the “Amendment”) to the Master Purchase Agreement, between Northrop Grumman and BCP, dated as of November 18, 2002 and filed as an exhibit to the Current Report on Form 8-K filed by Northrop Grumman on November 19, 2002 (the “Master Purchase Agreement”). The Amendment provides for TRW and TAI to become parties to the Master Purchase Agreement. A copy of the Amendment is attached hereto as Exhibit 99.1.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(c) *Exhibits*

The following is filed as an exhibit to this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Amendment No. 1 to the Master Purchase Agreement, dated December 20, 2002.



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**EXHIBIT INDEX**

**Exhibit No.**

**Description**

99.1 Amendment No. 1 to the Master Purchase Agreement, dated December 20, 2002.

**AMENDMENT NO. 1  
TO THE  
MASTER PURCHASE AGREEMENT**

This Amendment No. 1, dated December 20, 2002 (this "Amendment"), to the Master Purchase Agreement, dated November 18, 2002 (the "Master Purchase Agreement"), between Northrop Grumman Corporation, a Delaware corporation ("Northrop Grumman"), and BCP Acquisition Company L.L.C., a Delaware limited liability company ("BCP LLC"), is hereby made among Northrop Grumman, BCP LLC, TRW Inc., an Ohio corporation ("TRW"), and TRW Automotive Inc., a Delaware corporation ("TAI").

WITNESSETH:

WHEREAS, Northrop Grumman and BCP LLC are the original parties to the Master Purchase Agreement;

WHEREAS, Northrop Grumman and TRW are parties to that certain Agreement and Plan of Merger, dated as of June 30, 2002 and consummated the closing of the transactions contemplated thereunder on December 11, 2002; and

WHEREAS, in accordance with Section 7.12 of the Master Purchase Agreement, each of TRW and TAI hereby wish to become a party thereto.

NOW, THEREFORE, in consideration of the premises, the parties hereto agree as follows:

1. Defined Terms. Capitalized terms used herein but not defined shall have the meanings assigned to them in the Master Purchase Agreement.
2. TRW and TAI Parties. TRW and TAI hereby agree to become, and are deemed to be, as of the date hereof, parties to the Master Purchase Agreement. Concurrently with the execution of this Amendment No. 1, each of TRW and TAI is delivering to BCP LLC a duly executed officer's certificate (in the forms attached hereto as Exhibits A-1 and A-2) required pursuant to Section 7.12 of the Master Purchase Agreement.
3. No Other Amendments; Effectiveness. Except as set forth in this Amendment No. 1, the Master Purchase Agreement is ratified and confirmed in all respects. This Amendment No. 1 shall be effective as of the date hereof.
4. Governing Law. This Amendment No. 1 shall be governed by and construed in accordance with the laws of the State of Delaware.

[signature page follows]

