

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

(Amendment No. 1)

LITTON INDUSTRIES, INC.

(Name of Subject Company (issuer))

NORTHROP GRUMMAN CORPORATION  
LII ACQUISITION CORP.

(Name of Filing Persons (offeror))

Common Stock, Par Value \$1.00 Per Share  
(including associated rights)  
(Title of Class of Securities)

5380211061  
(CUSIP Number of Class of Securities)

Series B \$2 Cumulative Preferred Stock, Par Value \$5.00 Per Share

(Title of Class of Securities)

5380214032  
(CUSIP Number of Class of Securities)

W. Burks Terry  
Corporate Vice President and General Counsel  
Northrop Grumman Corporation  
1840 Century Park East  
Los Angeles, California 90067  
(310) 553-6262

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of the Person(s) Filing Statement)

Copy to:

Andrew E. Bogen  
Gibson, Dunn & Crutcher, LLP  
333 South Grand Avenue  
Los Angeles, California 90071-3197  
(213) 229-7159

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

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

third party tender offer  
subject to Rule 14d-1

going-private transaction  
subject to Rule 13e-3

issuer tender offer  
subject to Rule 13e-4

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.

Northrop Grumman Corporation, a Delaware corporation ("Parent"), and LII Acquisition Corp., a Delaware corporation ("Purchaser") and wholly owned subsidiary of Parent hereby amend and supplement their Tender Offer Statement on Schedule TO originally filed on January 5, 2001 (the "Schedule TO") with respect to Purchaser's Offer to Purchase (a) all of the issued and outstanding shares of common stock, par value \$1.00 per share (the "Common Stock") of Litton Industries, Inc., a Delaware corporation (the "Company"), together with any associated rights to purchase preferred stock of the Company (the "Rights," and, together with the Common Stock, the "Common Shares") at a price per Common Share of \$80.00 (the "Common Offer Price") and (b) all of the outstanding shares of Series B \$2 Cumulative Preferred Stock, par value \$5.00 per share (the "Preferred Shares"), of the Company at a price per Preferred Share of \$35.00 (the "Preferred Offer Price" and, together with the Common Offer Price, the "Offer Price"). Capitalized terms used but not defined herein have the respective meanings assigned to such terms in the Schedule TO and the Offer to Purchase dated January 5, 2001, filed as Exhibit (a)(i)(i).

Item 1 Summary Term Sheet

Item 1 of the Schedule TO is hereby amended and supplemented as follows:

Parent's total assets for the fiscal year ended December 31, 1999, as disclosed in the fifth full paragraph of the Summary Term Sheet entitled "Source of Funds," is revised from \$7.616 billion to \$9.285 billion.

Item 12 Exhibits

Item 12 of the Schedule TO is hereby amended and supplemented to include the following exhibit:

(a)(5)(vi) Press Release issued by Parent on January 8, 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.

LII ACQUISITION CORP.

By: /s/ John H. Mullan  
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Name: John H. Mullan  
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Title: Secretary  
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NORTHROP GRUMMAN CORPORATION

By: /s/ John H. Mullan  
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Name: John H. Mullan  
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Title: Corporate Vice President and Secretary  
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Dated: January 8, 2001

EXHIBIT INDEX

- (a)(1)(i)\* Offer to Purchase, dated January 5, 2001.
- (a)(1)(ii)\* Letter of Transmittal, Common Stock and Preferred Stock, each dated January 5, 2001.
- (a)(1)(iii)\* Notice of Guaranteed Delivery, Common Stock and Preferred Stock, each dated January 5, 2001.
- (a)(2) None.
- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (a)(5)(i)\* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees, Common Stock and Preferred Stock, dated January 5, 2001.
- (a)(5)(ii)\* Letter to Clients, Common Stock and Preferred Stock, each dated January 5, 2001.
- (a)(5)(iii)\* Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(5)(iv)\* Press release issued by Parent on December 21, 2000 (incorporated by reference to Schedule TO-C filed with the Securities and Exchange Commission on December 20, 2000).
- (a)(5)(v)\* Summary Advertisement as published in the Wall Street Journal on January 5, 2001.
- (a)(5)(vi) Press release issued by Parent on January 8, 2001.
- (b)(i)\* Financing Commitment Letter dated December 20, 2000 from Credit Suisse First Boston and The Chase Manhattan Bank relating to \$6,000,000,000 aggregate principal amount of senior credit facilities.
- (c) Not applicable.
- (d)(1)\* Merger Agreement, dated as of December 21, 2000, by and among Parent, Purchaser and the Company.
- (d)(2)\* Confidentiality Agreement dated June 23, 2000, between Parent and the Company.
- (d)(3)\* Letter Agreement dated December 21, 2000, between Ronald D. Sugar and Parent.
- (e) Not applicable.
- (f)\* Section 262 of the Delaware General Corporation Law (included as Schedule II to the Offer to Purchase).
- (g) None.
- (h) None.

\* Previously filed.

Contact: Jim Taft (Media) (310) 201-3335  
Gaston Kent (Investors) (310) 201-3423

For Immediate Release

NORTHROP GRUMMAN COMMENCES CASH TENDER OFFER  
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FOR SHARES OF LITTON INDUSTRIES INC.  
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LOS ANGELES -- Jan. 8, 2001 -- Northrop Grumman Corporation (NYSE: NOC) announced today that it commenced its cash tender offer on Friday, Jan. 5, 2001, for all outstanding shares of Litton Industries Inc. (NYSE: LIT) for \$80 per common share and \$35 per Series B preferred share. The offer and withdrawal rights will expire at midnight E.S.T. on Friday, Feb. 2, 2001, unless the offer is extended. Requests for assistance or for copies of the offer materials should be directed to the information agent for the offer, Georgeson Shareholder Communications Inc., at 800-223-2064.

Northrop Grumman also stated that it filed documents for review under the Hart-Scott-Rodino Act on Thursday, Jan. 4, 2001, with the appropriate governmental agencies.

On Dec. 21, 2000, Northrop Grumman and Litton jointly announced that they had signed a definitive agreement under which Northrop Grumman will acquire Litton in a cash transaction valued at approximately \$5.1 billion, which includes the assumption of Litton's \$1.3 billion in net debt. The transaction is expected to close within the first quarter of 2001.

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NORTHROP GRUMMAN COMMENCES CASH TENDER OFFER

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FOR SHARES OF LITTON INDUSTRIES INC.  
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Northrop Grumman Corporation, headquartered in Los Angeles, is a world-class, high technology company providing innovative solutions in systems integration, defense electronics and information technology for its U.S. and international military, government and commercial customers, as a prime contractor, principal subcontractor, team member or preferred supplier. The company had revenues of \$7.6 billion in 1999 (restated) and has a workforce of approximately 39,000 employees.

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