

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) or 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

NNG, INC.

-----  
(Exact Name of Registrant as Specified in its Charter)

Delaware

95-4840775

-----  
(State of Incorporation or Organization) (IRS Employer Identification no.)

1840 Century Park East, Los Angeles, CA

90067

-----  
(Address of Principal Executive Offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
to be so Registered

Name of Each Exchange on Which  
Each Class is to be Registered

-----  
Series B Preferred Stock, par value \$1.00  
per share

New York Stock Exchange

-----  
If this form relates to the registration of a class of securities pursuant to  
Section 12(b) of the Exchange Act and is effective pursuant to General  
Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to  
Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:  
333-54800  
-----

Securities to be registered pursuant to Section 12(g) of the Act:

None.

-----  
(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.  
-----

In response to this item, incorporated by reference is the description of the Series B Preferred Stock, \$1.00 par value per share (the "Preferred Stock"), of NNG, Inc. ("Registrant") contained under the captions "Summary - The NNG Preferred Stock" and "Description of NNG Capital Stock - Series B Preferred Stock" in the Offer to Purchase or Exchange dated February 1, 2001 (the "Offer") that forms a part of the Registrant's Registration Statement on Form S-4 (File No. 333-54800) as amended pursuant to Amendment No. 1 thereto dated March 5, 2001 (as amended from time to time, the "Registration Statement"). To the extent such descriptions are subsequently amended, the descriptions as subsequently amended are hereby incorporated by reference to this item.

Item 2. Exhibits  
-----

1. Amended and Restated Certificate of Incorporation of Registrant, incorporated herein by reference to Exhibit 3.1 to the Registration Statement.
2. Restated Bylaws of Registrant, incorporated herein by reference to Exhibit 3.2 to the Registration Statement.
3. Form of Certificate of Designations, Preferences and Rights of Series B Preferred Stock, incorporated herein by reference to Exhibit 4.2 to the Registration Statement.
4. Form of Preferred Stock Certificate of Registrant.
5. The descriptions of the Series B Preferred Stock of the Registrant contained under the caption "Summary - The NNG Preferred Stock" beginning on page 5 of the Offer and the under the caption "Description of NNG Capital Stock - Series B Preferred Stock" beginning on page 71 of the Offer, as amended are incorporated herein by reference from the Registration Statement. If such descriptions are subsequently amended, the descriptions as subsequently amended are hereby incorporated by reference to this item.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

NNG, INC.

Date: March 27, 2001

By: /s/ John H. Mullan

-----  
Name: John H. Mullan  
Title: Corporate Vice President, Secretary  
and Associate General Counsel

EXHIBIT INDEX

Exhibit Number	Description
1.	Amended and Restated Certificate of Incorporation of Registrant, incorporated herein by reference to Exhibit 3.1 to the Registration Statement.
2.	Restated Bylaws of Registrant, incorporated herein by reference to Exhibit 3.2 to the Registration Statement.
3.	Form of Certificate of Designations, Preferences and Rights of Series B Preferred Stock, incorporated herein by reference to Exhibit 4.2 to the Registration Statement.
4.	Form of Preferred Stock Certificate of Registrant.
5.	The descriptions of the Series B Preferred Stock of the Registrant contained under the caption "Summary- The NNG Preferred Stock" beginning on page 5 of the Offer and the under the caption "Description of NNG Capital Stock-Series B Preferred Stock" beginning on page 71 of the Offer, as amended are incorporated herein by reference from the Registration Statement. If such descriptions are subsequently amended, the descriptions as subsequently amended are hereby incorporated by reference to this item.

FORM OF TEMPORARY CERTIFICATE-EXCHANGEABLE FOR DEFINITIVE ENGRAVED CERTIFICATE WHEN READY FOR DELIVERY

SERIES B  
PREFERRED STOCK

[LOGO OF NORTHROP GRUMMAN CORPORATION]

NUMBER

SHARES

-----  
NGP

-----  
INCORPORATED UNDER THE LAWS  
OF THE STATE OF DELAWARE

-----  
CUSIP 666807 30 0  
SEE REVERSE FOR CERTAIN DEFINITIONS

THIS CERTIFICATE IS TRANSFERABLE IN  
CAMDEN, MA., JERSEY CITY, NJ OR NEW YORK, NY

-----  
THIS CERTIFIES THAT

IS THE RECORD HOLDER OF

-----  
FULLY PAID AND NONASSESSABLE SHARES OF SERIES B PREFERRED STOCK, OF

Northrop Grumman Corporation transferred on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this certificate properly endorsed. This certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Witness the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated

COUNTERSIGNED AND REGISTERED,  
EQUISERVE TRUST COMPANY, N.A.  
TRANSFER AGENT AND REGISTRAR

CHAIRMAN OF THE BOARD

AUTHORIZED SIGNATURE

SECRETARY

[SEAL OF NORTHROP GRUMMAN CORPORATION]