

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. 6)

LITTON INDUSTRIES, INC.

(Name of Subject Company (issuer))

NORTHROP GRUMMAN CORPORATION
LII ACQUISITION CORP.
NNG, INC.

(Name of Filing Persons (offeror))

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

538021 10 6
(CUSIP Number of Class of Securities)

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

(Title of Class of Securities)

538021 40 3
(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"), LII Acquisition Corp., and NNG, Inc. ("NNG"), each a Delaware corporation 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"), as subsequently amended from time to time, with respect to the Offer to Purchase or exchange (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") 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.

Item 1 through 11

As permitted by General Instruction F to Schedule T0, the information set forth in the entire Amendment No. 1 to the Registration Statement on Form S-4 (Commission file No. 333-54800) filed with the SEC by NNG, Inc. on March 5, 2001, is incorporated by reference into this Tender Offer Statement on Schedule T0.

Item 12. Exhibits

Item 12 of the Schedule T0 is hereby amended and supplemented to include the following exhibits:

- (a)(5)(x) Press release issued by Parent on February 22, 2001.
- (a)(5)(xi) Press release issued by Parent on February 27, 2001.
- (a)(5)(xii) Press release issued by Parent on March 1, 2001.
- (a)(5)(xiii) Press release issued by Parent on March 9, 2001.
- (a)(5)(xiv) Press release issued by Parent on March 16, 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

Name: John H. Mullan

Title: Secretary

NORTHROP GRUMMAN CORPORATION

By: /s/ John H. Mullan

Name: John H. Mullan

Title: Corporate Vice President and Secretary

NNG, INC.

By: /s/ John H. Mullan

Name: John H. Mullan

Title: Corporate Vice President, Associate
General Counsel and Secretary

Dated: March 16, 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)(1)(iv)* Notice to Participants in the Litton Industries Employees Stock Purchase Plan prior to December 1, 1993, dated January 5, 2001.
- (a)(1)(v)* Notice to Participants in the Litton Industries Employees Stock Purchase Plan after November 1, 1994, dated January 5, 2001.
- (a)(1)(vi)* Letter of Transmittal, Common Stock and Preferred Stock, each dated February 1, 2001.
- (a)(1)(vii)* Notice of Guaranteed Delivery, Common Stock and Preferred Stock, each dated February 1, 2001.
- (a)(1)(viii)* Notice to Participants in the Litton Industries Employees Stock Purchase Plan prior to December 1, 1993, dated February 1, 2001.
- (a)(1)(ix)* Notice to Participants in the Litton Industries Employees Stock Purchase Plan after November 1, 1994, dated February 1, 2001.
- (a)(1)(x)* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees, Common Stock and Preferred Stock, dated February 1, 2001.
- (a)(1)(xi)* Letter to Clients, Common Stock and Preferred Stock, each dated February 1, 2001.
- (a)(1)(xii)* Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(2) None.
- (a)(3) Not applicable.
- (a)(4)* Registration Statement on Form S-4 filed with the SEC by NNG, Inc. on February 1, 2001 and incorporated by this reference.
- (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.
- (a)(5)(vii)* Press release issued by Parent on January 16, 2001.
- (a)(5)(viii)* Joint Press release issued by Parent and the Company on January 24, 2001.
- (a)(5)(ix)* Summary Advertisement as published in the Wall Street Journal on February 1, 2001.
- (a)(5)(x) Press release issued by Parent on February 22, 2001.
- (a)(5)(xi) Press release issued by Parent on February 27, 2001.

- (a)(5)(xii) Press release issued by Parent on March 1, 2001.
- (a)(5)(xiii) Press release issued by Parent on March 9, 2001.
- (a)(5)(xiv) Press release issued by Parent on March 16, 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.
- (b)(ii)* \$6,000,000,000 Senior Credit Facilities Commitment Letter dated January 30, 2001 from Credit Suisse First Boston, The Chase Manhattan Bank and JP Morgan.
- (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.
- (d)(4)* Amended and Restated Agreement and Plan of Merger dated as of January 23, 2001 among Northrop Grumman Corporation, Litton Industries, Inc., NNG, Inc. and LII Acquisition Corp.
- (d)(5)* Stockholder's Agreement dated as of January 23, 2001 among Northrop Grumman Corporation, NNG, Inc. and Unitrin, Inc.
- (d)(6)* Registration Rights Agreement dated as of January 23, 2001 by and among Northrop Grumman Corporation, NNG, Inc. and Unitrin, Inc.
- (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.

NEWS
[LOGO OF NORTHROP GRUMMAN CORPORATION]

Northrop Grumman Corporation
Public Information
1840 Century Park East
Los Angeles, California 90067-2199
Telephone 310-553-6262
Fax 310-556-4561

Contact: Jim Taft
(310) 201-3335

For Immediate Release

NORTHROP GRUMMAN FILES
- - - - -

WITH EUROPEAN UNION
- - - - -

LOS ANGELES -- Feb. 22, 2001 -- Northrop Grumman Corporation (NYSE:NOC) has announced that it provided European Union (EU) regulatory authorities today with the necessary filings related to its pending acquisition of Litton Industries Inc. (NYSE: LIT). The normal time period required to complete this EU regulatory review would expire on March 23, 2001.

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 transaction valued at approximately \$5.1 billion.

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 of preferred supplier. The company had revenues of \$7.6 billion in 2000 and has a workforce of approximately 39,000 employees.

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<http://www.northgrum.com>

NNG, Inc., a wholly-owned subsidiary of Northrop Grumman Corporation, has filed a Registration Statement on Form S-4 with the Securities and Exchange Commission (the "SEC") in connection with its offer to purchase or exchange all of the outstanding capital stock of Litton Industries, Inc. Litton stockholders should read such Registration Statement and any other relevant documents filed with the SEC carefully before making any decisions with respect to the offer to purchase or exchange because these documents contain important information. Copies of the Registration Statement and any related documents filed with the SEC can be obtained free of charge at the website maintained by the SEC at www.sec.gov.

Contact: Jim Taft
(310) 201-3335

For Immediate Release

NORTHROP GRUMMAN REFILES

HART-SCOTT-RODINO NOTIFICATION

LOS ANGELES -- Feb. 27, 2001 -- Northrop Grumman Corporation (NYSE: NOC) announced that it voluntarily withdrew and refiled its Hart-Scott-Rodino (HSR) notification today with the appropriate government agencies to provide added time to complete the review of the company's pending acquisition of Litton Industries Inc. (NYSE: LIT). The company stated that it has had extensive discussions with the regulatory authorities and still expects to complete the tender offer for Litton shares by late March 2001.

Northrop Grumman also said that it will extend the existing tender offer for all outstanding Litton stock in increments of five business days or less until the HSR and European Union waiting periods have expired as provided in its agreement with Litton. The first of these extensions is expected to occur on Friday, March 2, 2001.

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NNG, Inc., a wholly-owned subsidiary of Northrop Grumman Corporation, has filed a Registration Statement on Form S-4 with the Securities and Exchange Commission (the "SEC") in connection with its offer to purchase or exchange all of the outstanding capital stock of Litton Industries, Inc. Litton stockholders should read such Registration Statement and any other relevant documents filed with the SEC carefully before making any decisions with respect to the offer to purchase or exchange because these documents contain important information. Copies of the Registration Statement and any related documents filed with the SEC can be obtained free of charge at the website maintained by the SEC at www.sec.gov.

Contact: Bob Bishop
(310) 201-3458

For Immediate Release

NORTHROP GRUMMAN EXTENDS

TENDER OFFER FOR LITTON INDUSTRIES INC.

LOS ANGELES -- March 1, 2001 -- Northrop Grumman Corporation (NYSE: NOC) announced today the extension of its pending tender offer for the common and preferred stock of Litton Industries Inc. (NYSE: LIT) from March 1, 2001, to March 8, 2001, at midnight E.S.T.

The company, as previously announced, will extend the existing tender offer for all outstanding Litton stock in increments of five business days or less until the Hart-Scott-Rodino and European Union waiting periods have expired as provided in its agreement with Litton. In this regard, Northrop Grumman said it would expect to further extend the tender offer next Friday, March 9, 2001, for an additional five business days.

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 2000 and has a workforce of approximately 39,000 employees.

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NNG, Inc., a wholly-owned subsidiary of Northrop Grumman Corporation, has filed a Registration Statement on Form S-4 with the Securities and Exchange Commission (the "SEC") in connection with its offer to purchase or exchange all of the outstanding capital stock of Litton Industries, Inc. Litton stockholders should read such Registration Statement and any other relevant documents filed with the SEC carefully before making any decisions with respect to the offer to purchase or exchange because these documents contain important information. Copies of the Registration Statement and any related documents filed with the SEC can be obtained free of charge at the website maintained by the SEC at www.sec.gov.

Contact: Jim Taft
(310) 201-3335

For Immediate Release

NORTHROP GRUMMAN EXTENDS

TENDER OFFER FOR LITTON INDUSTRIES INC.

LOS ANGELES -- March 9, 2001 -- Northrop Grumman Corporation's (NYSE: NOC) pending tender offer for the common and preferred stock of Litton Industries Inc. (NYSE: LIT) has been extended from March 8, 2001, to March 15, 2001, at midnight E.S.T.

The existing tender offer for all outstanding Litton stock, as previously announced, will be extended in increments of five business days or less until the Hart-Scott-Rodino and European Union waiting periods have expired as provided in Northrop Grumman's agreement with Litton. Northrop Grumman said it expects to further extend the tender offer next Friday, March 16, 2001, for an additional five business days.

At the close of business on March 8, 2001, approximately 40,190,000 shares of Litton Industries common and Series B preferred stock had been validly tendered and not withdrawn.

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 2000 and has a workforce of approximately 39,000 employees.

NNG, Inc., a wholly-owned subsidiary of Northrop Grumman Corporation, has filed a Registration Statement on Form S-4 with the Securities and Exchange Commission (the "SEC") in connection with its offer to purchase or exchange all of the outstanding capital stock of Litton Industries, Inc. Litton stockholders should read such Registration Statement and any other relevant documents filed with the SEC carefully before making any decisions with respect to the offer to purchase or exchange because these documents contain important information. Copies of the Registration Statement and any related documents filed with the SEC can be obtained free of charge at the website maintained by the SEC at www.sec.gov.

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Contact: Jim Taft
(310) 201-3335

For Immediate Release

NORTHROP GRUMMAN EXTENDS

TENDER OFFER FOR LITTON INDUSTRIES INC.

LOS ANGELES -- March 16, 2001 -- Northrop Grumman Corporation (NYSE: NOC) announced today that it has extended its pending tender offer for the common and preferred stock of Litton Industries Inc. (NYSE: LIT) from March 15, 2001, to March 22, 2001, at midnight E.S.T.

The existing tender offer for all outstanding Litton stock, as previously announced, will be extended in increments of five business days or less until the Hart-Scott-Rodino and European Union waiting periods have expired as provided in Northrop Grumman's agreement with Litton. Northrop Grumman said it expects to further extend the tender offer next Friday, March 23, 2001, for an additional one or more business days.

At the close of business on March 15, 2001, approximately 41,859,700 shares of Litton Industries common and Series B preferred stock had been validly tendered and not withdrawn. According to Litton, there were 51,292,796 shares outstanding and reserved for issuance under its employee stock option, restricted stock or deferred stock plans as of Nov. 30, 2000.

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

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NORTHROP GRUMMAN EXTENDS

TENDER OFFER FOR LITTON INDUSTRIES INC.

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NNG, Inc., a wholly-owned subsidiary of Northrop Grumman Corporation, has filed a Registration Statement on Form S-4 with the Securities and Exchange Commission (the "SEC") in connection with its offer to purchase or exchange all of the outstanding capital stock of Litton Industries, Inc. Litton stockholders should read such Registration Statement and any other relevant documents filed with the SEC carefully before making any decisions with respect to the offer to purchase or exchange, because these documents contain important information. Copies of the Registration Statement and any related documents filed with the SEC can be obtained free of charge at the website maintained by the SEC at www.sec.gov.

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