

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)

COMPTek RESEARCH, INC.
(Name of Subject Company)

YAVAPAI ACQUISITION CORP.
NORTHROP GRUMMAN CORPORATION
(Name of Filing Person--Offeror)

COMMON STOCK, PAR VALUE \$1.00 PER SHARE
(Title of Class of Securities)

666807102
(CUSIP Number of Class of Securities)

John H. Mullan
Corporate Vice President and Secretary
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 Filing Person)

Copies to:

Charles M. Nathan
Thomas W. Christopher
Fried, Frank, Harris, Shriver & Jacobson
One New York Plaza
New York, New York 10004
(212) 859-8000

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Comptek Research, Inc.
2732 Transit Road
Buffalo, New York 14224
(716) 677-4070

James R. Tanenbaum
Richard S. Forman
Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, New York 10038
(212) 806-5400

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. 1 amends and supplements the Tender Offer Statement on Schedule T0 filed by Northrop Grumman Corporation, a Delaware corporation ("Northrop Grumman"), and Yavapai Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Northrop Grumman ("Yavapai"), on July 6, 2000 (the "Schedule T0"), relating to the offer (the "Offer") by Northrop Grumman through Yavapai, to exchange that number of shares of common stock, par value \$1.00 per share (together with the associated preferred stock purchase rights, the "Northrop Grumman Shares") of Northrop Grumman for each issued and outstanding share of common stock, par value \$.02 per share (together with the associated preferred stock purchase rights, the "Comptek Shares"), of Comptek Research, Inc., a New York corporation ("Comptek"), based on the exchange ratio described in the Prospectus (as defined below).

The Offer is made pursuant to an Agreement and Plan of Merger, dated as of June 12, 2000, among Northrop Grumman, Yavapai and Comptek which contemplates a business combination of Comptek and Northrop Grumman (the "Merger"). 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 shareholders of Comptek in the Offer and the Merger (the "Registration Statement"). The terms and conditions of the Offer and the Merger are set forth in the prospectus which is a part of the Registration Statement (the "Prospectus") and the related Letter of Transmittal, which are Exhibits (a)(1) and (a)(2), respectively, hereto.

All of the information in the Prospectus and the related Letter of 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 this Schedule T0.

Item 12. Exhibits.

- (a)(1) Prospectus relating to Northrop Grumman Shares to be issued in the Offer and the Merger (incorporated by reference from Northrop Grumman's Registration Statement on Form S-4 filed on July 6, 2000, as amended).*
- (a)(2) Form of Letter of Transmittal (incorporated by reference to Exhibit 99.1 to Northrop Grumman's Registration Statement on Form S-4 filed on July 6, 2000, as amended).*
- (a)(3) Form of Instructions to Participants in the Comptek Research, Inc. Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.8 to Northrop Grumman's Registration Statement on Form S-4 filed on July 6, 2000, as amended).

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* Previously filed

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.

Dated: July 11, 2000

Yavapai Acquisition Corp.

/s/ John H. Mullan

By: _____

Name: John H. Mullan

Title: Secretary

Northrop Grumman Corporation

/s/ John H. Mullan

By: _____

Name: John H. Mullan

Title: Corporate Vice President
and Secretary

EXHIBIT INDEX

Exhibit
Number Exhibit Name

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