

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE TO  
(RULE 14d-100)  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
Amendment No. 29  
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NEWPORT NEWS SHIPBUILDING INC.  
(Name of Subject Company (Issuer))  
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PURCHASER CORP. I  
A WHOLLY OWNED SUBSIDIARY OF  
NORTHROP GRUMMAN CORPORATION  
(Names of Filing Persons (identifying status as  
offeror, issuer or other person))  
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COMMON STOCK, PAR VALUE, \$0.01 PER SHARE  
(including associated Rights)  
(Title of Class of Securities)  
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652228107  
(CUSIP Number of Class of Securities)  
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JOHN H. MULLAN  
NORTHROP GRUMMAN CORPORATION  
CORPORATE VICE PRESIDENT AND SECRETARY  
1840 CENTURY PARK EAST  
LOS ANGELES, CALIFORNIA 90067  
(301) 553-6262

(Name, address, and telephone number of  
person authorized to receive notices and communications on  
behalf of filing persons)

WITH A COPY TO:  
STEPHEN FRAIDIN  
FRIED, FRANK, HARRIS, SHRIVER & JACOBSON  
ONE NEW YORK PLAZA  
NEW YORK, NEW YORK 10004-1980  
(212) 859-8000  
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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. 29 (this "Amendment No. 29") amends and supplements  
the Tender Offer Statement on Schedule TO as initially filed and dated May  
23, 2001 (as previously amended and amended hereby, the "Schedule TO")  
filed by NORTHROP GRUMMAN CORPORATION, a Delaware corporation ("Northrop  
Grumman") relating to the offer (the "Offer") by Purchaser Corp. I, a  
Delaware corporation and a wholly owned subsidiary of Northrop Grumman (the

"Purchaser") to issue, upon the terms and subject to the conditions set forth herein and in the related letter of election and transmittal, shares of common stock of Northrop Grumman, par value \$1.00 per share (the "Northrop Grumman Shares") designed to have a value of \$67.50 per share or pay \$67.50 per share in cash (subject to the election and proration procedures and limitations in the Prospectus (defined below) and related letter of election and transmittal) for each outstanding share of common stock, par value \$0.01 per share (the "Common Stock") of NEWPORT NEWS SHIPBUILDING INC., a Delaware corporation ("Newport News") including the associated Series A participating cumulative preferred stock purchase rights issued pursuant to the Newport News stockholder protection rights agreement (the "Rights" and together with the Common Stock, the "Newport News Shares").

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 stockholders of Newport News in connection with the tender offer, as set forth in the prospectus which is a part of the registration statement (the "Prospectus"), and the related letter of election and transmittal, which were annexed to the Schedule TO as Exhibits (a)(4) and (a)(1)(A) thereto. On November 13, 2001, Northrop Grumman filed an amended and restated Registration Statement and Prospectus and related letter of election and transmittal, which were annexed to Amendment No. 25 to Schedule TO as Exhibits (a)(4)(A) and (a)(1)(F).

All of the information in the Prospectus and the related letter of election and 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 the Schedule TO.

ITEM 12. EXHIBITS

Item 12 is hereby amended and supplemented as follows:

(a)(5)(GG) Press release, dated November 30, 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.

NORTHROP GRUMMAN CORPORATION

By: /s/ John H. Mullan

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John H. Mullan  
Corporate Vice President and Secretary

PURCHASER CORP. I

By: /s/ John H. Mullan

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John H. Mullan  
Vice President and Secretary

Dated: November 30, 2001

EXHIBIT INDEX

EXHIBIT  
NUMBER

DESCRIPTION

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(a)(5)(GG) Press release, dated November 30, 2001.

NORTHROP GRUMMAN CORPORATION  
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Los Angeles, California 90067-2199  
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FOR IMMEDIATE RELEASE

NORTHROP GRUMMAN COMPLETES

TENDER OFFER FOR NEWPORT NEWS SHIPBUILDING

Acquisition Creates Nation's Third Largest Defense Contractor,  
World's Largest Naval Shipbuilder

LOS ANGELES -- Nov. 30, 2001 -- Northrop Grumman Corporation (NYSE: NOC) announced today the completion of its tender offer for all of the outstanding shares of Newport News Shipbuilding Inc. (NYSE: NNS), creating the world's largest naval shipbuilder. The tender offer expired at midnight E.S.T. on Nov. 29, 2001. All shares validly tendered have been accepted for exchange.

The exchange agent for the offer has advised Northrop Grumman that a total of approximately 26,469,213 shares were tendered in the offer, including approximately 14,503,155 delivered through notice of guaranteed delivery. This represents approximately 81.4% of the outstanding shares of Newport News common stock.

"Northrop Grumman is now a world-class, fully capable shipbuilding company with expertise in every class of nuclear and non-nuclear vessel," said Kent Kresa, Northrop Grumman's chairman and chief executive officer. "The acquisition of Newport News affirms our commitment to shipbuilding, which we expect will generate approximately \$4 billion in annual revenues next year."

As a result of the acquisition, Northrop Grumman is now the nation's third largest defense contractor with expected 2002 revenues of \$18 billion, nearly 100,000 employees and leadership positions in major growth sectors of the 21st century defense marketplace.

Northrop Grumman will initially operate Newport News as a stand-alone sector of the company. Over time, all shipbuilding operations will be combined into one sector to take advantage of increased efficiencies in procurement, information technology and operating systems. The company emphasized that it does not intend to merge its various shipyards because of the vast differences between nuclear and non-nuclear shipbuilding.

Thomas C. Schievelbein, previously executive vice president of Newport News, has been named a Northrop Grumman corporate vice president and president of the new Newport News sector. He is also a member of Mr. Kresa's corporate policy council.

Northrop Grumman President and Chief Operating Officer Dr. Ronald D. Sugar, Mr. Kresa, and Mr. Schievelbein, along with other senior executives, are meeting today with Newport News employees, media, union representatives and federal, state and local officials.

Northrop Grumman said that it intends to acquire the remaining outstanding shares of Newport News common stock as soon as practicable, pursuant to a merger of Newport News into a Northrop Grumman subsidiary. Concurrent with the merger, the name of the subsidiary formed will be changed to Newport News Shipbuilding Inc. Northrop Grumman said it now has sufficient shares to cause the merger to occur.

Following the merger, each Newport News stockholder whose shares have not been tendered and accepted for exchange will have the right to make the same elections for exchange of their shares as in the offer, subject to the limitations and proration procedures in the offer.

The value of the Newport News Shipbuilding acquisition is approximately \$2.6 billion, which includes the assumption of approximately \$500 million of Newport News Shipbuilding debt.

Northrop Grumman Corporation is an \$18 billion, global defense company

with its worldwide headquarters in Los Angeles. Northrop Grumman provides technologically advanced, innovative products, services and solutions in defense and commercial electronics, systems integration, information technology and nuclear and non-nuclear shipbuilding and systems. With nearly 100,000 employees and operations in 44 states and 25 countries, Northrop Grumman serves U.S. and international military, government and commercial customers.

THE ABOVE NEWS RELEASE CONTAINS FORWARD-LOOKING STATEMENTS REGARDING THE MERGER OF NORTHROP GRUMMAN AND NEWPORT NEWS. THESE STATEMENTS INVOLVE RISKS AND UNCERTAINTIES. ACTUAL RESULTS MAY NOT BE REALIZED, OR MAY VARY MATERIALLY FROM RESULTS THAT MAY BE DISCUSSED OR IMPLIED IN THESE FORWARD-LOOKING STATEMENTS. FACTORS THAT MAY AFFECT ACTUAL RESULTS INCLUDE THE RISKS INHERENT IN THE SUCCESSFUL INTEGRATION OF NEWPORT NEWS INTO NORTHROP GRUMMAN'S BUSINESS, THE TIMELY DEVELOPMENT AND MARKET ACCEPTANCE OF THE PRODUCTS AND SERVICES OF THE COMBINED COMPANIES, NORTHROP GRUMMAN'S ABILITY TO REMAIN COMPETITIVE IN A HIGHLY COMPETITIVE AND RAPIDLY CHANGING MARKETPLACE, AND THE OTHER RISKS DETAILED FROM TIME TO TIME IN EACH COMPANY'S PERIODIC REPORTS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION, INCLUDING, BUT NOT LIMITED TO, NORTHROP GRUMMAN'S REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2000.

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Members of the news media may receive our releases via e-mail by registering at: [http://www.northgrum.com/cgi-bin/regist\\_form.cgi](http://www.northgrum.com/cgi-bin/regist_form.cgi)

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LEARN MORE ABOUT US: Northrop Grumman news releases, product information, photos and video clips are available on the Internet at:  
<http://www.northropgrumman.com>