

# SECURITIES AND EXCHANGE COMMISSION

## FORM 425

Filing under Securities Act Rule 425 of certain prospectuses and communications in connection with business combination transactions

Filing Date: **2001-08-03**  
SEC Accession No. **0000895345-01-500418**

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### SUBJECT COMPANY

#### **NEWPORT NEWS SHIPBUILDING INC**

CIK: **1025361** | IRS No.: **741541566** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **425** | Act: **34** | File No.: **001-12385** | Film No.: **1696880**  
SIC: **3730** Ship & boat building & repairing

Mailing Address  
4101 WASHINGTON AVE  
NEWPORT NEWS VA 23607

Business Address  
4101 WASHINGTON AVE  
LEGAL DEPT  
NEWPORT NEWS VA 23607  
7573802000

### FILED BY

#### **NORTHROP GRUMMAN CORP /DE/**

CIK: **1133421** | IRS No.: **954840775** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **425**  
SIC: **3812** Search, detection, navigation, guidance, aeronautical sys

Mailing Address  
1840 CENTURY PARK EAST  
C/O NORTHROP GRUMMAN  
CORP  
LOS ANGELES CA 90067

Business Address  
1840 CENTURY PK E  
C/O NORTHROP GRUMMAN  
CORP  
LOS ANGELES CA 90067  
3105536262

FILED BY NORTHROP GRUMMAN CORPORATION  
PURSUANT TO RULE 425 UNDER THE SECURITIES ACT  
OF 1933 AND DEEMED FILED PURSUANT TO RULE  
14D-2 OF THE SECURITIES EXCHANGE ACT OF 1934  
SUBJECT COMPANY: NEWPORT NEWS SHIPBUILDING INC.  
COMMISSION FILE NO.: 1-12385

NORTHROP GRUMMAN CORPORATION  
Public Information  
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FOR IMMEDIATE RELEASE

NORTHROP GRUMMAN EXTENDS TENDER OFFER

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FOR ALL OUTSTANDING SHARES OF NEWPORT NEWS SHIPBUILDING  
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Los Angeles - Aug. 2, 2001 - Northrop Grumman Corporation (NYSE: NOC) today announced that it has extended its pending exchange offer for all outstanding shares of common stock, including associated rights, of Newport News Shipbuilding Inc. (NYSE: NNS) from Aug. 2, 2001 to Aug. 16, 2001, at midnight E.D.T.

Approximately 1,818,000 shares of Newport News Shipbuilding common stock had been tendered to Northrop Grumman as of 5:00 p.m. E.D.T. on Aug. 2, 2001, including approximately 648,000 shares tendered pursuant to notices of guaranteed delivery.

Northrop Grumman Corporation is a \$15 billion, global aerospace and 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 non-nuclear shipbuilding and systems. With 80,000 employees and operations in 44 states and 25 countries, Northrop Grumman serves U.S. and international military, government and commercial users.

THIS ANNOUNCEMENT IS NEITHER AN OFFER TO PURCHASE NOR A SOLICITATION OF AN OFFER TO SELL SHARES OF NEWPORT NEWS SHIPBUILDING. THE EXCHANGE OFFER STATEMENT (INCLUDING THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND

TRANSMITTAL AND OTHER OFFER DOCUMENTS) FILED BY NORTHROP GRUMMAN WITH THE SEC CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY BEFORE ANY DECISION IS MADE WITH RESPECT TO THE OFFER. THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND TRANSMITTAL AND CERTAIN OTHER DOCUMENTS WILL BE MADE AVAILABLE AT NO CHARGE TO ALL STOCKHOLDERS OF NEWPORT NEWS. THE EXCHANGE OFFER STATEMENT (INCLUDING THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND TRANSMITTAL AND ALL OTHER DOCUMENTS FILED WITH THE SEC) WILL ALSO BE AVAILABLE AT NO CHARGE AT THIS SEC'S WEBSITE AT WWW.SEC.GOV.

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