

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D1/A

Tender offer statement. [amend]

Filing Date: **1994-03-18**
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SUBJECT COMPANY

GRUMMAN CORP

CIK: **44279** | IRS No.: **110844750** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **SC 14D1/A** | Act: **34** | File No.: **005-07685** | Film No.: **94516863**
SIC: **3721** Aircraft

Business Address
1111 STEWART AVE
BETHPAGE NY 11714-3580
5165750574

FILED BY

MARTIN MARIETTA CORP /MD/

CIK: **897599** | IRS No.: **521801551** | State of Incorporation: **MD** | Fiscal Year End: **1231**
Type: **SC 14D1/A**
SIC: **3670** Electronic components & accessories

Business Address
6801 ROCKLEDGE DR
BETHESDA MD 20817
3018976000

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-1

(AMENDMENT NO.1)

Tender Offer Statement Pursuant to Section 14(d)(1)
of the Securities Exchange Act of 1934

GRUMMAN CORPORATION
(Name of Subject Company)

MMC ACQUISITION CORP.
A WHOLLY OWNED SUBSIDIARY OF
MARTIN MARIETTA CORPORATION
(Bidders)

<TABLE>

<CAPTION>

COMMON STOCK, \$1.00 PAR VALUE PER SHARE
(Including the associated Rights)

40018110

<S>

(Title of Class of Securities)

<C>

(CUSIP Number of Class of Securities)

</TABLE>

FRANK H. MENAKER, JR., ESQ.
MARTIN MARIETTA CORPORATION
6801 ROCKLEDGE DRIVE
BETHESDA, MARYLAND 20817
(301) 867-6125

(Names, Addresses and Telephone Numbers of Persons Authorized
to Receive Notices and Communications on Behalf of Bidder)

With copies to:

LEONARD P. LARRABEE, JR., ESQ.
DEWEY BALLANTINE
1301 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019
(212) 259-6800

EILEEN NUGENT SIMON, ESQ.
SKADDEN, ARPS, SLATE
MEAGHER & FLOM
919 THIRD AVENUE
NEW YORK, NEW YORK 10022
(212) 735-3176

CALCULATION OF FILING FEE

TRANSACTION VALUATION

AMOUNT OF FILING FEE

[] Check box if any part of the fee is offset by Rule O-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

Form or Registration No.:

Filing Party:

Date Filed:

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This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule 14D-1, dated March 8, 1994 (the "Schedule 14D-1"), of Martina Marietta Corporation, a Maryland corporation ("Parent") and MMC Acquisition Corp., a New York corporation (the "Purchaser"), filed in connection with the Offer as set forth in the Schedule 14D-1. Capitalized terms used herein shall have the definitions set forth in the Schedule 14D-1 unless otherwise provided herein.

ITEM 10 ADDITIONAL INFORMATION TO BE FURNISHED

The response to Item 10 is hereby amended and supplemented as follows:

Litigation

On or about March 7, 1994, a putative class action was filed in the Supreme Court of the State of New York, County of Nassau, on behalf of the shareholders of Grumman Corporation, a New York corporation (the "Company"), alleging causes of action arising out of the proposed acquisition of the Company by Parent: Croyden Associates, et al. v. Grumman Corp., et al., Index No. 94-005796. On or about March 8, 1994, a putative class action was filed in the Supreme Court of the State of New York, County of Nassau, on behalf of the Company's shareholders, alleging causes of action arising out of the proposed acquisition of the Company by Parent: Allen M. Olender, et al. v. Grumman Corp., et al. On or about March 11, 1994, a putative class action was filed in the Supreme Court of the State of New York, County of Nassau, on behalf of the Company's shareholders, alleging causes of action arising out of the proposed acquisition of the Company by Parent: John Mezzasalma v. Grumman Corp., et al., Index No. 94-006300.

The defendants in the actions identified above are the Company, Parent and each of the directors of the Company. The lawsuits allege substantially similar causes of action for breaches of fiduciary duty against the Company and the Board, and allege that Parent aided and abetted those breaches of fiduciary duty. The actions seek, inter alia, to enjoin the proposed transactions with Parent on the grounds that the consideration to be paid is inadequate and

unfair and that the Board has failed to maximize shareholder value, to rescind any transactions effectuated by defendants, and monetary damages.

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SIGNATURE

After due inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

MARTIN MARIETTA CORPORATION

By: /s/ Frank H. Menaker, Jr.

Name: Frank H. Menaker, Jr.
Title: Vice President

MMC ACQUISITION CORP.

By: /s/Frank H. Menaker, Jr.

Name: Frank H. Menaker, Jr.
Title: Vice President

Dated: March 18, 1994

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