NORTHROP GRUMMAN CORP /DE/
Form S-8 POS
July 10, 2001

As filed with the Securities and Exchange Commission on July 10, 2001
Registration No. 333-68003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

NORTHROP GRUMMAN CORPORATION
(Formerly NNG, Inc.)
(Exact name of Registrant as specified in its charter)

DELAWARE	001-16411	95-4840775
(State of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1840 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067
(Address of Principal Executive Offices, Including Zip Code)
(310) 553-6262
(Registrant's Telephone Number, Including Area Code)

NORTHROP GRUMMAN
1993 LONG-TERM INCENTIVE STOCK PLAN
(Full title of the plan)

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, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Andrew E. Bogen, Esq.
Gibson, Dunn & Crutcher LLP
333 South Grand Avenue
Los Angeles, California 90071-3197
(213) 229-7000

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EXPLANATORY NOTE
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8

This post-effective amendment is being filed pursuant to Rule 414 under the Securities Exchange Act of 1933, as amended (the "Securities Act"), to reflect the creation by Northrop Grumman Systems Corporation (formerly Northrop Grumman Corporation), a Delaware corporation ("Systems"), of a new holding company, Northrop Grumman Corporation (formerly NNG, Inc.) a Delaware corporation ("New Northrop Grumman"), above Systems. The creation of New Northrop Grumman was effected pursuant to an Amended and Restated Agreement and Plan of Merger (the "Amended Merger Agreement"), dated January 23, 2001, among New Northrop Grumman, Systems, Litton Industries, Inc., a Delaware corporation ("Litton") and LII Acquisition Corp., a Delaware corporation and wholly owned subsidiary of New Northrop Grumman ("LII").

As contemplated by the Amended Merger Agreement, on April 2, 2001, Systems completed a corporate reorganization (the "Northrop Reorganization") that was effected by action of its Board of Directors without a vote of Systems' stockholders, pursuant to Section 251(g) of the Delaware General Corporation Law (the "DGCL") and an Agreement and Plan of Merger, dated as of March 20, 2001 (the "Merger Agreement"), between Systems, New Northrop Grumman and NGC Acquisition Corp., a Delaware corporation and indirect wholly-owned subsidiary of Systems ("NGC"). In the Northrop Reorganization, NGC was merged with and into Systems, with Systems as the surviving corporation and a wholly-owned subsidiary of New Northrop Grumman, the new holding company. Pursuant to the requirements of Section 251(g) of the DGCL, at the effective time of that merger and in connection with the Northrop Reorganization, New Northrop Grumman changed its name from NNG, Inc. to "Northrop Grumman Corporation," and Systems changed its name to "Northrop Grumman Systems Corporation." Upon consummation of the Northrop Reorganization and in accordance with Section 251(g) of the DGCL, (a) all of the outstanding shares of capital stock of Systems were automatically converted into the same number of shares of the same class of capital stock of New Northrop Grumman, and (b) each certificate representing shares of Northrop capital stock, without any action on the part of the holder thereof, is now deemed to represent an equal number of shares of the same class of capital stock of New Northrop Grumman.

In accordance with Rule 414 under the Securities Act, New Northrop Grumman, as the successor issuer to Systems, hereby expressly adopts this registration statement as its own for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended. The Northrop Grumman 1993 Long-Term Incentive Stock Plan (the "Plan") to which this registration statement relates shall continue to be known as the Northrop Grumman 1993 Long-Term Incentive Stock Plan. The Plan continues to cover employees of Systems. However, shares of stock issued in accordance with the Plan shall be shares of stock of the New Northrop Grumman rather than shares of stock of Systems.

The applicable registration fees were paid at the time of the original filing of this registration statement.

Item 8. Exhibit

24.1 Power of Attorney.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the city of Los Angeles, state of California, on July 9, 2001

NORTHROP GRUMMAN CORPORATION
(formerly NNG, Inc.)

By:/s/ John H. Mullan

John H. Mullan
Corporate Vice, Secretary and
Associate General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
* Kent Kresa	Chairman of the Board, President and Chief Executive Officer and Director (Principal Executive Officer)	July 9, 2001
* Richard B. Waugh, Jr	Corporate Vice President and Chief Financial Officer (Principal Financial Officer)	July 9, 2001
* Sandra Wright	Vice President and Controller (Principal Accounting Officer)	July 9, 2001
*	Director	July 9, 2001

4

John T. Chain, Jr.	Director	

Lewis W. Coleman		
*	Director	July 9, 2001
Vic Fazio		
*	Director	July 9, 2001
Phillip Frost		
*	Director	July 9, 2001
Charles R. Larson		
	Director	
Robert A. Lutz		
	Director	
Aulana L. Peters		
	Director	
John Brooks Slaughter		
*	Director	July 9, 2001
Dr. Ronald D. Sugar		

By: /s/ John H. Mullan

John H. Mullan,
As attorney-in-fact pursuant to authority
granted under Power of Attorney filed with this
Registration Statement

5

Exhibit Index

Exhibit	Description
24.1	Power of Attorney.

6