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TRW INC
Form 425
April 12, 2002

FILING PURSUANT TO RULE 425 OF THE
SECURITIES ACT OF 1933, AS AMENDED
FILER: NORTHROP GRUMMAN CORPORATION
SUBJECT COMPANY: TRW INC. NO 1-2384
FILING: REGISTRATION STATEMENT ON
FORM S-4 (REGISTRATION NO.
333-83672)

NEWS
[LOGO OF NORTHROP GRUMMAN]

Northrop Grumman Corporation
Public Information
1840 Century Park East
Los Angeles, California
90067-2199
Telephone 310-553-6262
Fax 310-556-4561

[GRAPHIC REMOVED HERE]

Contact: Frank Moore (Media) (310) 201-3335
Gaston Kent (Investors) (310) 201-3423

For Immediate Release

DOJ REQUESTS MORE INFORMATION ON

NORTHROP GRUMMAN'S PLAN TO ACQUIRE TRW INC.

LOS ANGELES -- April 11, 2002 -- Northrop Grumman Corporation

(NYSE: NOC) announced that it intends to comply promptly with a request received late yesterday from the U.S. Department of Justice for additional information under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 regarding its proposed acquisition of TRW Inc. (NYSE: TRW).

The waiting period under Hart-Scott-Rodino will expire 30 days after Northrop Grumman substantially complies with the request unless it is extended by court order or by the consent of Northrop Grumman.

Northrop Grumman said that the additional request for information was expected. The company also reiterated that it does not anticipate any significant antitrust issues.

On Feb. 22, 2002, Northrop Grumman sent a letter to TRW Inc. offering to negotiate a proposed transaction in which the TRW shareholders would receive a number of shares of common stock of Northrop Grumman equal to \$47.

On March 3, 2002, Northrop Grumman announced it had commenced an exchange offer for all outstanding shares of common stock and preference stock of TRW Inc. Northrop Grumman filed notification March 11, 2002, with the Justice

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Department and the Federal Trade Commission of its intention to acquire TRW in compliance with the premerger notification requirements of Hart-Scott-Rodino.

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.

Northrop Grumman filed a registration statement on Form S-4 (File No. 333-83672) and a tender offer statement on Schedule TO with the Securities and Exchange Commission on March 4, 2002 with respect to its offer to exchange all outstanding shares of TRW stock for Northrop Grumman common stock. These documents, and any amendments or supplements thereto, contain important information which should be read by TRW shareholders before making any decision regarding the offer to exchange. Copies of these documents are available without charge at the Securities and Exchange Commission's website at www.sec.gov or upon request from D.F. King & Co., Inc., the information agent for Northrop Grumman's offer to exchange, at 800-755-7250.

The directors, certain executive officers and other employees and representatives of Northrop Grumman may be deemed to be participants in the solicitation of proxies of TRW shareholders in connection with shareholder proposals relating to the 2002 Annual Meeting of TRW Shareholders and a Special Meeting of TRW Shareholders to be held on April 24, 2002 and April 22, 2002, respectively. Northrop Grumman has filed preliminary materials for these shareholder meetings which contain information regarding such potential participants. Northrop Grumman's proxy materials contain important information and should be read by TRW shareholders. These proxy materials and any amendments thereto may be obtained at no charge at the SEC's website at www.sec.gov as they become available.

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