NEWPORT NEWS SHIPBUILDING INC
Form SC TO-T/A
October 29, 2001

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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. 22)

NEWPORT NEWS SHIPBUILDING INC.

(Name of Subject Company (issuer))

GRAIL ACQUISITION CORPORATION,

a wholly owned subsidiary of

GENERAL DYNAMICS CORPORATION

(Name of Filing Persons (offeror))

Common Stock, Par Value $.01 Per Share

(including associated Rights)
(Title of Class of Securities)

652228107

(CUSIP Number of Class of Securities)

David A. Savner, Esq.

Senior Vice President and General Counsel
General Dynamics Corporation
3190 Fairview Park Drive
Falls Church, Virginia 22042-4523
(703) 876-3000
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Person(s) Filing Statement)

Copy to:

Charles J. McCarthy, Esq.

Jenner & Block, LLC
One IBM Plaza
Chicago, Illinois 60611
(312) 222-9350

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

o Check the appropriate boxes to designate any transactions to which this statement relates:

x third party tender offer subject to Rule 14d-1
o issuer tender offer subject to Rule 13e-4
o going-private transaction subject to Rule 13e-3
o 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. x

General Dynamics Corporation, a Delaware corporation (General Dynamics), and Grail Acquisition Corporation, a Delaware corporation (the Purchaser) and wholly owned subsidiary of General Dynamics hereby amend and supplement their Tender Offer Statement on Schedule TO originally filed on May 4, 2001 and as amended and supplemented prior to the date hereof (the Schedule TO) with respect to Purchaser s offer to purchase all of the issued and outstanding shares of common stock, par value $.01 per share (the Shares), of Newport News Shipbuilding Inc., a Delaware Corporation (the Company), at a price of $67.50 per Share, net to the seller in cash, less any required withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase and in the related Letter of Transmittal, copies of which have been previously filed as Exhibit (a)(1)(i) and (a)(1)(ii), respectively. This Amendment No. 22 to the Schedule TO constitutes the final amendment to the Schedule TO. Capitalized terms used and not otherwise defined herein have the respective meanings assigned thereto in the Offer to Purchase.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented to add the following information:

On October 26, 2001, General Dynamics, the Purchaser and the Company entered into an agreement (the Termination Agreement) which terminated the Merger Agreement and the parties respective rights, benefits and obligations thereunder. A copy of the Termination Agreement is filed as an exhibit to the Schedule TO and is incorporated herein by reference. The full text of a press release dated October 26, 2001, issued by General Dynamics with respect to such termination, is filed as an exhibit to the Schedule TO and is incorporated herein by reference.

The Offer expired at midnight, New York City time, on October 26, 2001. As a result of the termination of the Merger Agreement, no Shares were accepted for payment or paid for pursuant to the Offer and all Shares previously tendered will be returned by the Depositary.

Item 12 of the Schedule TO is hereby amended and supplemented to include the following exhibit:

(a)(5)(xxix) Press Release issued by General Dynamics on October 26, 2001.

(d)(3) Termination Agreement dated October 26, 2001, by and among General Dynamics, the Purchaser and the Company.

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.

GRAIL ACQUISITION CORPORATION

By: /s/ DAVID A. SAVNER

David A. Savner
Vice President and Secretary

GENERAL DYNAMICS CORPORATION

By: /s/ DAVID A. SAVNER

David A. Savner
Senior Vice President and General Counsel

Dated: October 29, 2001

EXHIBIT INDEX

Exhibit Number	Description
(a)(1)(i)	Offer to Purchase dated May 4, 2001.
(a)(1)(ii)	Form of Letter of Transmittal.
(a)(1)(iii)	Form of Notice of Guaranteed Delivery.
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(i)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.
(a)(5)(ii)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.
(a)(5)(iii)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
(a)(5)(iv)	Press Release issued by General Dynamics on May 4, 2001.
(a)(5)(v)	Summary Advertisement as published in the Wall Street Journal on May 4, 2001.
(a)(5)(vi)	Press Release issued by General Dynamics on May 10, 2001.
(a)(5)(vii)	Complaint filed by Patricia Heinmuller, Trustee, in the Court of Chancery of the State of Delaware, in and for New Castle County, on May 9, 2001.
(a)(5)(viii)	Complaint filed by Ellis Investments, Ltd. in the Court of Chancery of the State of Delaware, in and for New Castle County, on May 10, 2001.
(a)(5)(ix)	Complaint filed by David Bovie in the Court of Chancery of the State of Delaware, in and for New Castle County, on May 10, 2001.
(a)(5)(x)	Complaint filed by Efrem Weitschner in the Court of Chancery of the State of Delaware, in and for New Castle County, on May 10, 2001.
(a)(5)(xi)	Complaint filed by Eric van Gelder in the Court of Chancery of the State of Delaware, in and for New Castle County, on May 16, 2001.
(a)(5)(xii)	Press Release issued by General Dynamics on May 25, 2001.
(a)(5)(xiii)	Press Release issued by General Dynamics on June 4, 2001.
(a)(5)(xiv)	Press Release issued by General Dynamics on June 25, 2001.
(a)(5)(xv)	Press Release issued by General Dynamics on July 9, 2001.
(a)(5)(xvi)	Press Release issued by General Dynamics on July 23, 2001.
(a)(5)(xvii)	Press Release issued by General Dynamics on August 6, 2001.
(a)(5)(xviii)	Press Release issued by General Dynamics on August 9, 2001.
(a)(5)(xix)	Press Release issued by General Dynamics on August 20, 2001.
(a)(5)(xx)	Press Release issued by General Dynamics on September 4, 2001.
(a)(5)(xxi)	Press Release issued by General Dynamics on September 17, 2001.
(a)(5)(xxii)	Press Release issued by General Dynamics on September 24, 2001.
(a)(5)(xxiii)	Press Release issued by General Dynamics on October 1, 2001.
(a)(5)(xxiv)	Press Release issued by General Dynamics on October 8, 2001.
(a)(5)(xxv)	Press Release issued by General Dynamics on October 15, 2001.
(a)(5)(xxvi)	Press Release issued by General Dynamics on October 22, 2001.
(a)(5)(xxvii)	News Release issued by the United States Department of Defense on October 23, 2001.
(a)(5)(xxviii)	Complaint filed by the U.S. Department of Justice in the United States District Court for the District of Columbia on October 23, 2001, Case Number 1:01CV02200.
*(a)(5)(xxix)	Press Release issued by General Dynamics on October 26, 2001.
(b)	Financing Commitment Letter dated April 30, 2001 to General Dynamics from Bear, Stearns & Co. Inc. and Bear Stearns Corporate Lending Inc.
(c)	Not applicable.
(d)(1)	Agreement and Plan of Merger dated April 24, 2001, by and among General Dynamics, the Purchaser and the Company (incorporated herein by reference to General Dynamics Current Report on Form 8-K dated April 24, 2001).
(d)(2)	Confidentiality Agreement dated March 26, 2001, between General Dynamics and the Company.
*(d)(3)	Termination Agreement dated October 26, 2001, by and among General Dynamics, the Purchaser and the Company.
(e)	Not applicable.
(f)	Section 262 of the General Corporation Law of the State of Delaware (included as Schedule II to the Offer to Purchase).

(g)	None.
(h)	None.

* Filed herewith; all others previously filed.

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