

NEWPORT NEWS SHIPBUILDING INC  
Form SC TO-T/A  
August 20, 2001

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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. 12)**

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**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)

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**Copy to:**

**Charles J. McCarthy, Esq.**

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

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

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

third party tender offer subject to Rule 14d-1

going-private transaction subject to Rule 13e-3

issuer tender offer subject to Rule 13e-4

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.

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**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

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David A. Savner  
Vice President and Secretary

**GENERAL DYNAMICS CORPORATION**

By: /s/ DAVID A. SAVNER

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David A. Savner  
Senior Vice President and General Counsel

Dated: August 20, 2001

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
(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.

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- (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 Heilmuller, 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 Efreem 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.
- (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.
- (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.

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\* Filed herewith; all others previously filed.