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### **PART IV**

**ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K.**

### **SIGNATURES**

**EX-23(a)-CONSENT OF INDEPENDENT AUDITORS**

**EX-99-FIN STMTS-TRW CANADA STOCK SAVINGS PLAN**

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

FORM 10-K/A NO. 1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2000

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to  
Commission file number 1-2384

TRW Inc.

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction of  
incorporation or organization)

34-0575430

(I.R.S. Employer Identification  
No.)

1900 Richmond Road, Cleveland, Ohio  
(Address of principal executive offices)

44124  
(Zip Code)

(216) 291-7000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.625 per share	New York Stock Exchange Chicago Stock Exchange Pacific Exchange Philadelphia Stock Exchange
Cumulative Serial Preference Stock II, \$4.40 Convertible Series 1	New York Stock Exchange
Cumulative Serial Preference Stock II, \$4.50 Convertible Series 3	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act:**

None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ X ]

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates was \$4,634,741,631 as of March 1, 2001. This amount was computed on the basis of the closing price of the registrant's voting securities included in the NYSE-Composite Transactions report for such date, as published in the Midwest edition of The Wall Street Journal.

As of March 1, 2001 there were 124,648,806 shares of TRW Common Stock, \$0.625 par value, outstanding.

The following documents have been incorporated herein by reference to the extent indicated herein:

TRW Proxy Statement related to Annual Meeting of Shareholders to be held on April 25, 2001

Part III

TRW Annual Report to Security Holders for the year ended December 31, 2000

Parts I, II and IV

The Registrant hereby amends Part IV, Item 14 of its Annual Report on Form 10-K for the year ended December 31, 2000 solely for the purpose of filing the financial statements for the year ended December 31, 2000 of The TRW Canada Stock Savings Plan, and the related consent, in accordance with Rule 15d-21 under the Securities Exchange Act of 1934. Any information not expressly amended by this filing shall remain as set forth in the Registrant's Annual Report on Form 10-K for the year ended December 31, 2000, as filed with the Commission on March 13, 2001.

## **PART IV**

### **ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K.**

#### **(a) Financial Statements and Schedules**

##### **(1) Financial Statements**

The following financial statements of the registrant and its subsidiaries included in the TRW 2000 Annual Report are incorporated herein by reference:

Statements of Operations – Years ended December 31, 2000, 1999 and 1998 (page 48)

Balance Sheets – December 31, 2000 and 1999 (page 49)

Statements of Cash Flows – Years ended December 31, 2000, 1999 and 1998 (page 50)

Statements of Changes in Shareholders' Investment – Years ended December 31, 2000, 1999 and 1998 (page 51)

Notes to Financial Statements – (pages 52 — 72)

##### **(2) Financial Statement Schedules**

All Schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are not applicable and, therefore, have been omitted.

Financial statements and summarized financial information of unconsolidated subsidiaries and 50 percent or less owned persons accounted for by the equity method have been omitted because such subsidiaries and persons, considered individually or in the aggregate, do not constitute a significant subsidiary.

### (3) Exhibits

- 3(a) Amended Articles of Incorporation as amended May 5, 1997 (Exhibit 3(a) to TRW Quarterly Report on Form 10-Q for the quarter ended March 31, 1997, is incorporated herein by reference).
- 3(b) Regulations as amended April 30, 1980 (Exhibit 3(b) to TRW Annual Report on Form 10-K for the year ended December 31, 1980, is incorporated herein by reference).
- 4(a) Indenture between TRW Inc. and The Chase Manhattan Bank (National Association), as successor Trustee, dated as of May 1, 1986 (Exhibit 2 to TRW Form 8-A Registration Statement dated July 3, 1986, is incorporated herein by reference).
- 4(b) First Supplemental Indenture between TRW Inc. and The Chase Manhattan Bank (National Association), as successor Trustee, dated as of July 26, 1989 (Exhibit 4(b) to TRW Form S-3 Registration Statement, File No. 33-30350, is incorporated herein by reference).
- 4(c) Second Supplemental Indenture between TRW Inc. and The Chase Manhattan Bank, as successor Trustee, dated as of June 2, 1999 (Exhibit 4(c) to TRW Registration Statement on Form S-4, filed July 20, 1999, File No. 333-83227, is incorporated herein by reference).
- 4(d) Third Supplemental Indenture between TRW Inc. and The Chase Manhattan Bank, as successor Trustee, dated as of June 2, 1999 (Exhibit 4(d) to TRW Registration Statement on Form S-4, filed July 20, 1999, File No. 333-83227, is incorporated herein by reference).
- 4(e) Fourth Supplemental Indenture between TRW Inc. and The Chase Manhattan Bank, as successor Trustee, dated as of June 2, 1999 (Exhibit 4(e) to TRW Registration Statement on Form S-4, filed July 20, 1999, File No. 333-83227, is incorporated herein by reference).
- 4(f) Fifth Supplemental Indenture between TRW Inc. and The Chase Manhattan Bank, as successor Trustee, dated as of June 2, 1999 (Exhibit 4(f) to TRW Registration Statement on Form S-4, filed July 20, 1999, File No. 333-83227, is incorporated herein by reference).
- 4(g) Sixth Supplemental Indenture between TRW Inc. and The Chase Manhattan Bank, as successor Trustee, dated as of June 2, 1999 (Exhibit 4(g) to TRW Registration Statement on Form S-4, filed July 20, 1999, File No. 333-83227, is incorporated herein by reference).
- 4(h) Distribution Agreement, dated November 17, 1999, between TRW Inc. and each of Morgan Stanley & Co. Incorporated, Goldman, Sachs & Co. and J.P. Morgan Securities Inc., regarding \$2,500,000,000 Medium-Term Notes, Series E, due nine months or more from the date of issue (Exhibit 1 to TRW Inc.'s Current Report on Form 8-K dated November 18, 1999, is incorporated herein by reference).
- 4(i) Form of Medium Term Note, Series E (Exhibit 2 to TRW Inc.'s Current Report on Form 8-K dated November 18, 1999, is incorporated herein by reference).
- \*10(a) 1979 Stock Option Plan as amended April 28, 1982 (Exhibit A to TRW Proxy

- Statement dated March 18, 1982, is incorporated herein by reference).
- \*10(b) TRW Operational Incentive Plan (Exhibit 10(b) to TRW Annual Report on Form 10-K for the year ended December 31, 1989, is incorporated herein by reference).
  - +\*10(c) TRW Executive Health Care Plan as amended and restated effective June 6, 2000.
  - \*10(d) 1984 Stock Option Plan (Exhibit A to TRW Proxy Statement dated March 19, 1984, is incorporated herein by reference).
  - \*10(e) 1989 TRW Long-Term Incentive Plan (Exhibit A to TRW Proxy Statement dated March 17, 1989, is incorporated herein by reference).
  - \*10(f) 1994 TRW Long-Term Incentive Plan as amended and restated effective February 4, 1997 (Exhibit 10(f) to TRW Annual Report on Form 10-K for the year ended December 31, 1996, is incorporated herein by reference).
  - \*10(g) 1997 TRW Long-Term Incentive Plan (Exhibit A to TRW Proxy Statement dated March 12, 1997, is incorporated herein by reference).
  - \*10(h) Amendment dated as of December 9, 1998 to 1997 TRW Long-Term Incentive Plan (Exhibit 10(h) to TRW Annual Report on Form 10-K for the year ended December 31, 1998, is incorporated herein by reference).
  - \*10(i) 2000 TRW Long-Term Incentive Plan (Exhibit A to TRW Proxy Statement dated March 17, 2000, is incorporated herein by reference).
  - \*10(j) Form of Nonqualified Stock Option Agreement (Exhibit 10(i) to TRW Annual Report on Form 10-K for the year ended December 31, 1999, is incorporated herein by reference).
  - \*10(k) Form of Transferable Nonqualified Stock Option Agreement (Exhibit 10(j) to TRW Annual Report on Form 10-K for the year ended December 31, 1999, is incorporated herein by reference).
  - \*10(l) Form of Director Transferable Nonqualified Stock Option Agreement (Exhibit 10(c) to TRW Quarterly Report on Form 10-Q for the quarter ended March 31, 2000, is incorporated herein by reference).
  - \*10(m) Form of Stock Option Agreement Qualified under the laws of France (Exhibit 10(l) to TRW Annual Report on Form 10-K for the year ended December 31, 1999, is incorporated herein by reference).
  - +\*10(n) Form of U.S. Long-Term Restricted Stock Agreement.
  - +\*10(o) Form of Non-U.S. Long-Term Restricted Stock Agreement.
  - +\*10(p) Deferred Compensation Plan for Non-Employee Directors of TRW Inc. as amended and restated January 1, 2001.
  - \*10(q) TRW Directors' Pension Plan as amended and restated effective August 1, 1990 (Exhibit 10(l) to TRW Annual Report on Form 10-K for the year ended

- December 31, 1990, is incorporated herein by reference).
- \*10(r) Amendment to the TRW Directors' Pension Plan (as Amended and Restated Effective August 1, 1990) effective June 30, 1997 (Exhibit 10(n) to TRW Annual Report on Form 10-K for the year ended December 31, 1997, is incorporated herein by reference).
  - \*10(s) Form of Amended and Restated Employment Continuation Agreements with executive officers (Exhibit 10(k) to TRW Annual Report on Form 10-K for the year ended December 31, 1995, is incorporated herein by reference).
  - +\*10(t) TRW Inc. Deferred Compensation Plan (as Amended and Restated Effective January 1, 2001).
  - +\*10(u) TRW Benefits Equalization Plan (as Amended and Restated Effective January 1, 2001).
  - \*10(v) TRW Supplementary Retirement Income Plan (as Amended and Restated Effective January 1, 1999) (Exhibit 10(t) to TRW Annual Report on Form 10-K for the year ended December 31, 1998, is incorporated herein by reference).
  - \*10(w) TRW Inc. Key Executive Life Insurance Plan dated as of February 7, 1996 (Exhibit 10(v) to TRW Annual Report on Form 10-K for the year ended December 31, 1995, is incorporated herein by reference).
  - \*10(x) TRW Inc. Financial Counseling Program (Exhibit 10(w) to TRW Annual Report on Form 10-K for the year ended December 31, 1995, is incorporated herein by reference).
  - +\*10(y) BDM International, Inc. Defined Contribution Supplemental Executive Retirement Plan dated October 8, 1993.
  - \*10(z) Consulting Agreement dated September 18, 1997 between TRW Inc. and G. H. Heilmeyer (Exhibit 10(b) to TRW Quarterly Report on Form 10-Q for the quarter ended September 30, 1997, is incorporated herein by reference).
  - \*10(aa) Amendment dated December 7, 1999 to Consulting Agreement dated September 18, 1997, between TRW Inc. and G.H. Heilmeyer (Exhibit 10(w) to TRW Annual Report on Form 10-K for the year ended December 31, 1999, is incorporated herein by reference).
  - +\*10(bb) Amendment dated February 21, 2001 to Consulting Agreement dated September 18, 1997, between TRW Inc. and G. H. Heilmeyer.
  - \*10(cc) Letter Agreement, dated April 28, 1999, between TRW and Carl Hahn regarding services as an Advisory Director of TRW (Exhibit 10(c) to TRW Quarterly Report on Form 10-Q for the quarter ended June 30, 1999, is incorporated herein by reference).
  - \*10(dd) TRW Inc. Stock Plan for Non-Employee Directors (as Amended and Restated Effective August 1, 1995) (Exhibit 10.1 to TRW Quarterly Report on Form 10-Q for the quarter ended June 30, 1995, is incorporated herein by reference).
  - \*10(ee) Employment Agreement dated as of November 20, 1997 between TRW Inc. and Philip A. Odeen (Exhibit 10(ff) to TRW Annual Report on Form 10-K for the year

- ended December 31, 1997, is incorporated herein by reference).
- +\*10(ff) Amended and Restated Employment Agreement by and between TRW Inc. and David M. Cote, dated as of February 21, 2001.
  - +\*10(gg) Service Agreement among Lucas Limited, LucasVarity plc and John C. Plant dated April 17, 1997.
  - +\*10(hh) Letter Agreement dated May 13, 1998 between LucasVarity plc and John C. Plant.
  - +\*10(ii) Amendment No. 1 to Service Agreement, dated February 15, 2000, between LucasVarity Limited and John C. Plant, including Change of Control Agreement dated February 15, 2000 as the Fourth Schedule thereto.
  - +\*10(jj) Letter Agreement dated February 8, 2001 between TRW Inc. and Joseph T. Gorman.
  - +\*10(kk) Consulting Agreement dated February 8, 2001 between TRW Inc. and Joseph T. Gorman.
  - \*10(ll) Form of 1998-2000 Strategic Incentive Program Grant (Exhibit 10(cc) to TRW Annual Report on Form 10-K for the year ended December 31, 1999, is incorporated herein by reference).
  - +\*10(mm) Form of 2001-2002 Strategic Incentive Program Grant.
  - +\*10(nn) Form of 2001-2003 Strategic Incentive Program Grant.
  - 10(oo) Five-Year Credit Agreement dated as of January 25, 2000 among TRW Inc., the lenders party thereto, the Chase Manhattan Bank as Administrative Agent, Chase Manhattan International Limited as London Agent and Salomon Smith Barney Inc. as Syndication Agent (Exhibit 10(dd) to TRW Annual Report on Form 10-K for the year ended December 31, 1999, is incorporated herein by reference).
  - +10(pp) 364-Day Credit Agreement dated as of January 23, 2001 among TRW Inc., the lenders party thereto, the Chase Manhattan Bank as Administrative Agent, J.P. Morgan, a division of Chase Securities, Inc., as Joint-Lead Arranger and Joint-Book Manager and Salomon Smith Barney Inc. as Syndication Agent, Joint-Lead Arranger and Joint-Book Manager.
  - 10(qq) Purchase Agreement, dated May 26, 1999, between TRW and Morgan Stanley & Co. Incorporated, J.P. Morgan Securities Inc. and Salomon Smith Barney Inc., as representatives of the initial purchasers named therein (Exhibit 10(a) to TRW Quarterly Report on Form 10-Q for the quarter ended June 30, 1999, is incorporated herein by reference).
  - 10(rr) Purchase Agreement, dated June 18, 1999, between TRW and Goldman, Sachs & Co., as representative of the initial purchasers named therein (Exhibit 10(b) to TRW Quarterly Report on Form 10-Q for the quarter ended June 30, 1999, is incorporated herein by reference).
  - +12 Computation of Ratio of Earnings to Fixed Charges — Unaudited (Supplement to Exhibit 12 of the following Registration Statements of the Company: No. 333-89133 on Form S-3 and No. 333-48443 on Form S-3).



- +13 Portions of the TRW Annual Report to Security Holders for the year ended December 31, 2000, incorporated herein by reference.
- +21 Subsidiaries of the Registrant.
- +23 Consent of Independent Auditors.
- ++23(a) Consent of Independent Auditors (with respect to the financial statements of The TRW Canada Stock Savings Plan).
- ++99 Financial Statements of The TRW Canada Stock Savings Plan.
- +24 Power of Attorney.

Certain instruments with respect to long-term debt have not been filed as exhibits as the total amount of securities authorized under any one of such instruments does not exceed 10 percent of the total assets of the registrant and its subsidiaries on a consolidated basis. The registrant agrees to furnish to the Commission a copy of each such instrument upon request.

\* Management contract, compensatory plan or arrangement required to be filed as an exhibit pursuant to Item 14(c) of this report.

+ Filed with TRW's Annual Report on Form 10-K for the year ended December 31, 2000, as filed with the Commission on March 13, 2001.

++ Filed with this Form 10-K/A No. 1.

**(b) Reports on Form 8-K**

None.

