

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Gowder Amy L</u> (Last) (First) (Middle) <u>222 N. PACIFIC COAST HIGHWAY, SUITE 500</u> (Street) <u>EL SEGUNDO CA 90245</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AEROJET ROCKETDYNE HOLDINGS, INC. [AJRD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/22/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/22/2020		A		3,956 ⁽¹⁾	A	\$0.00	3,956	D	
Common Stock	12/22/2020		A		17,491 ⁽²⁾	A	\$0.00	21,447	D	
Common Stock	12/22/2020		F		11,293 ⁽³⁾	D	\$52.8	10,154	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	12/22/2020		M			3,956	(1)	(1)	Common Stock	3,956	\$0.00	1,978	D	
Restricted Stock Units	(2)	12/22/2020		M			17,491	(2)	(2)	Common Stock	17,491	\$0.00	0	D	

Explanation of Responses:

- On March 2, 2020, the Reporting Person was granted 5,934 restricted stock units ("RSUs"), vesting in three equal annual installments beginning on the first anniversary of the grant date. On December 19, 2020, the Organization & Compensation Committee of the Issuer's Board of Directors (the "Committee") approved the acceleration of vesting of the Reporting Person's RSUs that would have vested on March 2, 2021 and on March 2, 2022, in connection with the transaction with Lockheed Martin as reported on the Issuer's Form 8-K filed on December 21, 2020 (the "Form 8-K").
- On May 4, 2020, the Reporting Person was granted 17,491 RSUs, vesting in two equal installments beginning on the first anniversary of the grant date. On December, 19, 2020, the Committee approved the acceleration of vesting of the Reporting Person's RSUs that would have vested on May 4, 2021 and May 4, 2022, in connection with the transaction with Lockheed Martin as reported on the Form 8-K.
- Shares relinquished to pay withholding taxes payable in connection with the vesting of RSUs granted to the Reporting Person on March 2, 2020 and May 4, 2020.

Remarks:

/s/ Rebecca A. Bauer, attorney-in-fact for Amy L. Gowder 12/28/2020

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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