UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
   Gowder Amy L
   (Last) (First) (Middle)
   222 N. PACIFIC COAST HIGHWAY, SUITE 500
   EL SEGUNDO CA 90245

2. Issuer Name and Ticker or Trading Symbol
   AEROJET ROCKETDYNE HOLDINGS, INC. [ AJRD ]

3. Date of Earliest Transaction (Month/Day/Year)
   12/22/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)
   X Form filed by One Reporting Person

5. Relationship of Reporting Person(s) to Issuer
   Director 10% Owner
   Officer (give title below) Chief Operating Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Price of Securities Acquired (Instr. 3 and 4)</th>
<th>7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>8. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/22/2020</td>
<td></td>
<td>A</td>
<td>3,956(1)</td>
<td>$0.00</td>
<td>D</td>
<td>X</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/22/2020</td>
<td></td>
<td>A</td>
<td>17,491(2)</td>
<td>$0.00</td>
<td>D</td>
<td>X</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/22/2020</td>
<td></td>
<td>F</td>
<td>11,293(3)</td>
<td>$52.8</td>
<td>D</td>
<td>X</td>
</tr>
</tbody>
</table>

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

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

Explanation of Responses:

1. 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”).

2. 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.

3. 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:

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).


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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.