

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 18, 2020**

**Aerojet Rocketdyne Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**1-01520**

(Commission File Number)

**34-0244000**

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

**222 N. Pacific Coast Highway, Suite 500  
El Segundo, California 90245**

(Address of Principal Executive Offices) (Zip Code)

**(310) 252-8100**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.10 par value	AJRD	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 18, 2020, the Board of Directors (the "Board") of Aerojet Rocketdyne Holdings, Inc. (the "Company") increased the size of the Board from seven to eight members and appointed Audrey A. McNiff as a director to serve until the Company's next annual meeting of stockholders and until her successor is duly elected and qualified. As of the date of this filing, Ms. McNiff has not been appointed to a committee of the Board.

There are no arrangements or understandings between Ms. McNiff and any other person pursuant to which she was appointed to serve on the Board. Ms. McNiff has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Ms. McNiff will receive compensation consistent with the standard compensation arrangements for non-employee directors, as described in the Company's most recent proxy statement filed with the Securities and Exchange Commission on March 24, 2020. Effective August 18, 2020, Ms. McNiff received a (i) grant of 500 shares of restricted stock and (ii) pro-rated annual grant of restricted stock valued at \$75,000 to reflect her service until the Company's next annual meeting of stockholders per the Company's standard compensation arrangements for non-employee directors.

**Item 8.01. Other Events.**

On August 20, 2020, the Company issued a press release announcing the appointment of Ms. McNiff to the Board. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<a href="#">99.1</a>	<a href="#">Press Release, dated August 20, 2020.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AEROJET ROCKETDYNE HOLDINGS, INC.**

Date: August 20, 2020

By: /s/ Arjun L. Kampani

Name: Arjun L. Kampani

Title: Senior Vice President, General Counsel and Secretary

## **Audrey McNiff Joins Aerojet Rocketdyne Holdings, Inc. Board of Directors**

EL SEGUNDO, Calif., Aug. 20, 2020 (GLOBE NEWSWIRE) -- Aerojet Rocketdyne Holdings, Inc. (NYSE: AJRD) announced today that Audrey McNiff has been appointed to its board of directors. Her appointment will increase the board from seven to eight members.

Ms. McNiff brings more than 30 years of leadership experience in the financial sector. She most recently retired as a Partner at Goldman Sachs where she was the Global Head of Foreign Exchange Sales and Derivatives in the Securities Division.

“We are pleased to add Audrey McNiff to the Aerojet Rocketdyne Board of Directors,” said Warren G. Lichtenstein, executive chairman of the board. “Her broad financial expertise and strong leadership will play an instrumental role in the company’s governance and strategy.”

“My leadership team and I are honored to have Audrey McNiff join our board of directors,” said Eileen P. Drake, chief executive officer and president of Aerojet Rocketdyne Holdings, Inc. “Her global experience and deep knowledge of the financial sector will be an invaluable asset to our company moving forward.”

At Goldman Sachs, where she co-founded the Women’s Network within the Fixed Income Division, Ms. McNiff managed a global team with coverage based in New York, London and Tokyo that drove relationships with the largest hedge fund managers and sovereign wealth funds.

Ms. McNiff received a Bachelor of Arts in Economics from Mount Holyoke College and earned a Master of Business Administration from New York University’s Leonard N. Stern School of Business. Ms. McNiff was the Stern Women In Business (SWIB) 2007 Woman of the Year and currently serves on the Board of the Fidelity Charitable Gift Fund, the John A. Hartford Foundation, and the Ann Romney Center for Neurologic Diseases at the Brigham and Women’s Hospital. She previously served as the Mount Holyoke College Investment Committee Chair, where she oversaw the college’s \$700 million endowment, and as the Lawrence Academy Investment Committee Chair.

### **About Aerojet Rocketdyne Holdings, Inc.**

Aerojet Rocketdyne Holdings, Inc., headquartered in El Segundo, California, is an innovative technology-based manufacturer of aerospace and defense products and systems, with a real estate segment that includes activities related to the entitlement, sale, and leasing of the Company’s excess real estate assets. More information can be obtained by visiting the Company’s websites at [www.rocket.com](http://www.rocket.com) or [www.aerojetrocketdyne.com](http://www.aerojetrocketdyne.com).

### **Contact information:**

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