

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>SCHUMACHER JOHN D.</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>SVP, Washington Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2022</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	12/15/2022		M		809 <sup>(1)</sup>	A	\$0.00	80,589	D	
Common Stock	12/15/2022		M		1,640 <sup>(2)</sup>	A	\$0.00	82,229	D	
Common Stock	12/15/2022		A		10,554 <sup>(3)</sup>	A	\$0.00	92,783	D	
Common Stock	12/15/2022		F		6,393 <sup>(4)</sup>	D	\$54.46	86,390	D	
Common Stock								2,521 <sup>(5)</sup>	I	By Plan Trust

**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	(6)	12/15/2022		M		809		(1)	(1)	Common Stock	809	\$0.00	0	D	
Restricted Stock Units	(6)	12/15/2022		M		1,640		(2)	(2)	Common Stock	1,640	\$0.00	0	D	

**Explanation of Responses:**

- On March 2, 2020, the Reporting Person was granted 2,426 restricted stock units ("RSUs"), vesting in three equal annual installments beginning on the first anniversary of the grant date. On December 15, 2022, in connection with the transaction with L3Harris Technologies, Inc. ("L3Harris") as reported on the Issuer's Form 8-K filed on December 19, 2022 (the "Form 8-K"), vesting of the Reporting Person's RSUs that would have vested on March 2, 2023 was accelerated, as previously approved by the Organization & Compensation Committee of the Issuer's Board of Directors (the "Committee").
- On March 1, 2021, the Reporting Person was granted 2,459 RSUs, vesting in three equal annual installments beginning on the first anniversary of the grant date. On December 15, 2022, in connection with the transaction with L3Harris as reported on the Form 8-K, vesting of the Reporting Person's RSUs that would have vested on March 1, 2023 and 2024 was accelerated, as previously approved by the Committee.
- On March 2, 2020, the Reporting Person was granted 14,558 RSUs, vesting upon the achievement of certain performance targets for FY2023. On December 15, 2022, in connection with the transaction with L3Harris as reported on the Form 8-K, vesting of the Reporting Person's RSUs that would have vested on March 2, 2023 was accelerated at 145% of the target, as previously approved by the Committee.
- Shares relinquished to pay withholding taxes payable in connection with the vesting of RSUs granted to the Reporting Person on March 2, 2020 and March 1, 2021.
- Shares held in the Aerojet Rocketdyne Retirement Savings Plan Trust (Plan Trust) as of December 16, 2022 which reflects the value in the participant's account as per the Plan Administrator's records. The number of shares reported is calculated by dividing the dollar value of the participant's account by the closing market price of the stock on the day reported above. This calculation yields only the approximate number of shares in the participant's account because the cash component in the Plan Trust (target 2%) is allocated to each participant's account on a pro rata basis, and the cash component varies based on overall activity of all participants in the Plan Trust. The number shown has been rounded down to the nearest whole number.
- Each RSU represents a contingent right to receive one share of Aerojet Rocketdyne Holdings, Inc. common stock.

**Remarks:**

/s/ Rebecca Bauer, Attorney-in-Fact 12/19/2022

\*\* 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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