### 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

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### 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. 3)</th>
<th>5. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (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>M</td>
<td>A</td>
<td>808</td>
<td>D</td>
<td>By Plan Trust</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/22/2020</td>
<td></td>
<td>F</td>
<td>D</td>
<td>8,427</td>
<td>D</td>
<td>By Plan Trust</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/22/2020</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<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. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Underlying Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4 and 5)</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)</td>
<td>12/22/2020</td>
<td></td>
<td>808</td>
<td>Common Stock</td>
<td>$0.00</td>
<td>1,618</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. 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 19, 2020, the Organization & Compensation Committee of the Issuer's Board of Directors approved the acceleration of vesting of the Reporting Person's RSUs that would have vested on March 2, 2021, in connection with the transaction with Lockheed Martin as reported on the Issuer's Form 8-K filed on December 21, 2020.

2. Shares relinquished to pay withholding taxes payable in connection with the vesting of (i) shares of restricted stock granted to the Reporting Person on February 27, 2018 and February 28, 2019, and (ii) RSUs granted to the Reporting Person on March 2, 2020.

3. Shares held in the Aerojet Rocketdyne Retirement Savings Plan Trust (Plan Trust) as of December 18, 2020 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.

**Remarks:**

1. 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 19, 2020, the Organization & Compensation Committee of the Issuer's Board of Directors approved the acceleration of vesting of the Reporting Person's RSUs that would have vested on March 2, 2021, in connection with the transaction with Lockheed Martin as reported on the Issuer's Form 8-K filed on December 21, 2020.

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**Remarks:**

* 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.

Rebecca A. Bauer, attorney in fact for John D. Schumacher

12/28/2020

Signature of Reporting Person

Date