
**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): April 30, 2019

Aerojet Rocketdyne Holdings, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

1-01520
(Commission File Number)

34-0244000
(I.R.S. Employer Identification Number)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 2.02. Results of Operations and Financial Condition.

On April 30, 2019, Aerojet Rocketdyne Holdings, Inc. (the "Company") issued a press release announcing its financial results for the three months ended March 31, 2019. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

The foregoing information (including Exhibit 99.1) is being furnished under "Item 2.02. Results of Operations and Financial Condition" and "Item 7.01. Regulation FD Disclosure." Such information (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

The filing of this Report and the furnishing of this information pursuant to Items 2.02 and 7.01 (including Exhibit 99.1) do not mean that such information is material or that disclosure of such information is required.

Item 7.01. Regulation FD Disclosure.

See "Item 2.02. Results of Operations and Financial Condition" above.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.

Description

[99.1](#) [Aerojet Rocketdyne Holdings, Inc. press release dated April 30, 2019](#)

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: April 30, 2019

By: /s/ Paul R. Lundstrom
Paul R. Lundstrom
Vice President and Chief Financial Officer

Aerojet Rocketdyne Holdings, Inc. Reports First Quarter 2019 Results

EL SEGUNDO, Calif., April 30, 2019 (GLOBE NEWSWIRE) – Aerojet Rocketdyne Holdings, Inc. (NYSE:AJRD) today reported results for the three months ended March 31, 2019.

Financial Overview

First quarter of 2019 compared with first quarter of 2018

- Net sales for the three months ended March 31, 2019, totaled \$491.7 million compared with \$492.0 million for the three months ended March 31, 2018.
- Net income for the three months ended March 31, 2019, was \$38.7 million, or \$0.47 diluted income per share (“EPS”), compared with net income of \$14.0 million, or \$0.18 diluted income per share, for the three months ended March 31, 2018.
- Adjusted Net Income (Non-GAAP measure*) for the three months ended March 31, 2019, was \$36.3 million, or \$0.44 Adjusted EPS (Non-GAAP measure*), compared with \$17.1 million, or \$0.22 Adjusted EPS for three months ended March 31, 2018.
- Adjusted EBITDAP (Non-GAAP measure*) for the three months ended March 31, 2019, was \$71.0 million compared with \$47.2 million for the three months ended March 31, 2018.
- Segment performance before environmental remediation provision adjustments, retirement benefits, net, and unusual items (Non-GAAP measure*) was \$65.4 million for the three months ended March 31, 2019, compared with \$37.2 million for the three months ended March 31, 2018.
- Cash used in operating activities for the three months ended March 31, 2019, totaled \$(17.7) million compared with \$(95.4) million of cash used in operating activities for the three months ended March 31, 2018.
- Free cash flow (Non-GAAP measure*) for the three months ended March 31, 2019, totaled \$(19.2) million compared with \$(99.5) million for the three months ended March 31, 2018.
- Total backlog as of March 31, 2019, was \$3.8 billion compared with \$4.1 billion as of December 31, 2018.

* The Company provides Non-GAAP measures as a supplement to financial results presented in accordance with accounting principles generally accepted in the United States (“GAAP”). A reconciliation of the Non-GAAP measures to the most directly comparable GAAP measures is included at the end of the release.

“We had a strong start to 2019 with Adjusted EBITDAP up more than 50% to \$71 million and margins of 14.4%, up 480 bps from the first quarter of 2018. Our continued focus on program execution and operational excellence is reflected in our improving margins,” said Eileen Drake, CEO and President of Aerojet Rocketdyne Holdings, Inc. “Sales in the quarter were \$492 million, flat with prior year despite the headwind from the expected sunset of the AJ60 solid rocket motor program.”

Operations Review

Aerospace and Defense Segment

	Three months ended March 31,	
	2019	2018
	(In millions, except percentage amounts)	
Net sales	\$ 490.0	\$ 490.4
Segment performance	69.7	34.3
Segment margin	14.2 %	7.0 %
Segment margin before environmental remediation provision adjustments, retirement benefits, net, and unusual items (Non-GAAP measure)	13.2 %	7.5 %
Components of segment performance:		
Aerospace and Defense income	\$ 64.9	\$ 36.6
Environmental remediation provision adjustments	(0.3)	(1.3)
GAAP/Cost Accounting Standards (“CAS”) retirement benefits expense difference	5.4	(1.0)
Unusual items	(0.3)	—
Aerospace and Defense total	\$ 69.7	\$ 34.3

Net sales in the three months ended March 31, 2019, were comparable with the prior year period. A decrease of \$9.0 million in space programs net sales was primarily driven by the RS-68 program and the winding down of the AJ60 solid rocket motor. The decrease in space programs net sales was offset by an increase of \$8.6 million in defense programs net sales primarily driven by the Patriot Advanced Capability-3 (“PAC-3”) program partially offset by lower sales on the Standard Missile program.

The increase in segment margin before environmental remediation provision adjustments, retirement benefits, net and unusual items was primarily driven by performance issues during 2018 on the Commercial Crew Development program.

During the three months ended March 31, 2019, the Company had \$13.4 million of favorable changes in contract estimates on operating results before income taxes compared with unfavorable changes of \$(7.9) million during the three months ended March 31, 2018.

	Three months ended March 31,	
	2019	2018
	(In millions)	
Net sales	\$ 1.7	\$ 1.6
Segment performance	0.5	0.6

Net sales and segment performance consist primarily of rental property operations.

Backlog

As of March 31, 2019, the Company's total remaining performance obligations, also referred to as backlog, were \$3.8 billion. The Company expects to recognize approximately 48%, or \$1.8 billion, of the remaining performance obligations as sales over the next twelve months. A summary of the Company's backlog is as follows:

	March 31, 2019	December 31, 2018
		(In billions)
Funded backlog	\$ 1.8	\$ 1.9
Unfunded backlog	2.0	2.2
Total backlog	<u>\$ 3.8</u>	<u>\$ 4.1</u>

Total backlog includes both funded backlog (unfilled orders for which funding is authorized, appropriated and contractually obligated by the customer) and unfunded backlog (firm orders for which funding has not been appropriated). Indefinite delivery and quantity contracts and unexercised options are not reported in total backlog. Backlog is subject to funding delays or program restructurings/cancellations which are beyond the Company's control.

Forward-Looking Statements

This release may contain certain "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995. Such statements in this release and in subsequent discussions with the Company's management are based on management's current expectations and are subject to risks, uncertainty and changes in circumstances, which could cause actual results, performance or achievements to differ materially from anticipated results, performance or achievements. All statements contained herein and in subsequent discussions with the Company's management that are not clearly historical in nature are forward-looking and the words "anticipate," "believe," "expect," "estimate," "plan," and similar expressions are generally intended to identify forward-looking statements. A variety of factors could cause actual results or outcomes to differ materially from those expected and expressed in the Company's forward-looking statements. Some important risk factors that could cause actual results or outcomes to differ from those expressed in the forward-looking statements include, but are not limited to, the following:

- reductions, delays or changes in U.S. government spending;
- cancellation or material modification of one or more significant contracts;
- cost overruns on the Company's contracts that require the Company to absorb excess costs;
- failure of the Company's subcontractors or suppliers to perform their contractual obligations;
- failure to secure contracts;
- failure to comply with regulations applicable to contracts with the U.S. government;
- failure to comply with applicable laws, including laws relating to export controls and anti-corruption or bribery laws;
- the Company's Competitive Improvement Program may not be successful in aligning the Company's operations to current market conditions or in achieving the anticipated costs savings and other benefits within the expected timeframes;
- costs and time commitment related to potential and/or actual acquisition activities may exceed expectations;
- failure of the Company's information technology infrastructure, including a successful cyber-attack, accident, unsuccessful outsourcing of certain information technology and cyber security functions, or security breach that could result in disruptions to the Company's operations;
- product failures, schedule delays or other problems with existing or new products and systems;
- the release, unplanned ignition, explosion, or improper handling of dangerous materials used in the Company's businesses;
- loss of key qualified suppliers of technologies, components, and materials;
- the funded status of the Company's defined benefit pension plan and the Company's obligation to make cash contributions in excess of the amount that the Company can recover in its current period overhead rates;
- effects of changes in discount rates and actuarial estimates, actual returns on plan assets, and government regulations on defined benefit pension plans;
- the possibility that environmental and other government regulations that impact the Company become more stringent or subject the Company to material liability in excess of its established reserves;
- environmental claims related to the Company's current and former businesses and operations including the inability to protect or enforce previously executed environmental agreements;
- reductions in the amount recoverable from environmental claims;
- significant risk exposures and potential liabilities that are inadequately covered by indemnity or insurance;
- inability to protect the Company's patents and proprietary rights;
- business disruptions to the extent not covered by insurance;
- changes or clarifications to current tax law or procedural guidance could adversely impact the Company's tax liabilities and effective tax rate;
- the substantial amount of debt that places significant demands on the Company's cash resources and could limit the Company's ability to borrow additional funds or expand its operations;
- the Company's ability to comply with the financial and other covenants contained in the Company's debt agreements;

- risks inherent to the real estate market;
- changes in economic and other conditions in the Sacramento, California metropolitan area real estate market or changes in interest rates affecting real estate values in that market;
- additional costs related to past or future divestitures;
- the loss of key employees and shortage of available skilled employees to achieve anticipated growth;
- a strike or other work stoppage or the Company's inability to renew collective bargaining agreements on favorable terms;
- fluctuations in sales levels causing the Company's quarterly operating results and cash flows to fluctuate;
- failure to maintain effective internal controls in accordance with the Sarbanes-Oxley Act; and
- those risks detailed in the Company's reports filed with the SEC.

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 or www.aerojetrocketdyne.com.

Contact information:

Investors: Kelly Anderson, investor relations 310.252.8155

(Tables to follow)

Aerojet Rocketdyne Holdings, Inc.

Unaudited Condensed Consolidated Statement of Operations

	Three months ended March 31,	
	2019	2018
	(In millions, except per share amounts)	
Net sales	\$ 491.7	\$ 492.0
Operating costs and expenses:		
Cost of sales (exclusive of items shown separately below)	397.6	426.8
Selling, general and administrative expense	12.2	6.7
Depreciation and amortization	17.5	17.7
Other expense, net	1.1	1.2
Total operating costs and expenses	<u>428.4</u>	<u>452.4</u>
Operating income	63.3	39.6
Non-operating (income) expense:		
Retirement benefits expense	6.5	14.4
Interest income	(4.0)	(1.6)
Interest expense	9.0	8.1
Total non-operating expense, net	<u>11.5</u>	<u>20.9</u>
Income before income taxes	51.8	18.7
Income tax provision	13.1	4.7
Net income	<u>\$ 38.7</u>	<u>\$ 14.0</u>
Earnings Per Share of Common Stock		
Basic		
Basic earnings per share	<u>\$ 0.49</u>	<u>\$ 0.19</u>
Diluted		
Diluted earnings per share	<u>\$ 0.47</u>	<u>\$ 0.18</u>
Weighted average shares of common stock outstanding, basic	<u>77.1</u>	<u>73.7</u>
Weighted average shares of common stock outstanding, diluted	<u>80.6</u>	<u>74.7</u>

Aerojet Rocketdyne Holdings, Inc.

Unaudited Operating Segment Information

	Three months ended March 31,	
	2019	2018
	(In millions)	

Net Sales:

Aerospace and Defense	\$ 490.0	\$ 490.4
Real Estate	1.7	1.6
Total Net Sales	<u>\$ 491.7</u>	<u>\$ 492.0</u>
Segment Performance:		
Aerospace and Defense	\$ 64.9	\$ 36.6
Environmental remediation provision adjustments	(0.3)	(1.3)
GAAP/CAS retirement benefits expense difference	5.4	(1.0)
Unusual items	(0.3)	—
Aerospace and Defense Total	<u>69.7</u>	<u>34.3</u>
Real Estate	0.5	0.6
Total Segment Performance	<u>\$ 70.2</u>	<u>\$ 34.9</u>
Reconciliation of segment performance to income before income taxes:		
Segment performance	\$ 70.2	\$ 34.9
Interest expense	(9.0)	(8.1)
Interest income	4.0	1.6
Stock-based compensation	(5.3)	(1.5)
Corporate retirement benefits	(1.8)	(3.3)
Corporate and other	(6.3)	(4.9)
Income before income taxes	<u>\$ 51.8</u>	<u>\$ 18.7</u>

The Company evaluates its operating segments based on several factors, of which the primary financial measure is segment performance. Segment performance represents net sales less applicable costs, expenses and unusual items relating to the segment operations. Segment performance excludes corporate income and expenses, unusual items not related to the segment operations, interest expense, interest income, and income taxes. The Company believes that segment performance provides information useful to investors in understanding its underlying operational performance. Specifically, the Company believes the exclusion of the items listed above permits an evaluation and a comparison of results for ongoing business operations. It is on this basis that management internally assesses the financial performance of its segments.

Aerojet Rocketdyne Holdings, Inc.
Unaudited Condensed Consolidated Balance Sheet

	March 31, 2019	December 31, 2018
(In millions)		
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 706.6	\$ 735.3
Restricted cash	5.0	5.0
Accounts receivable, net	146.2	141.2
Contract assets	235.7	235.1
Other current assets, net	124.0	117.7
Total Current Assets	<u>1,217.5</u>	<u>1,234.3</u>
Noncurrent Assets		
Right-of-use assets	53.8	—
Property, plant and equipment, net	392.1	399.7
Recoverable environmental remediation costs	246.9	251.1
Deferred income taxes	133.9	116.9
Goodwill	161.3	161.3
Intangible assets	68.4	71.8
Other noncurrent assets, net	259.3	255.0
Total Noncurrent Assets	<u>1,315.7</u>	<u>1,255.8</u>
Total Assets	<u>\$ 2,533.2</u>	<u>\$ 2,490.1</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Current portion of long-term debt	\$ 275.8	\$ 273.1
Accounts payable	97.3	88.7

Reserves for environmental remediation costs	40.2	39.8
Contract liabilities	209.2	272.6
Other current liabilities	220.0	204.1
Total Current Liabilities	842.5	878.3
Noncurrent Liabilities		
Long-term debt	367.9	352.3
Reserves for environmental remediation costs	283.0	288.1
Pension benefits	373.5	376.7
Operating lease liabilities	46.4	—
Other noncurrent liabilities	153.7	173.4
Total Noncurrent Liabilities	1,224.5	1,190.5
Total Liabilities	2,067.0	2,068.8
Commitments and contingencies		
Stockholders' Equity		
Common stock	7.7	7.7
Other capital	561.0	561.8
Treasury stock at cost	(12.7)	(12.7)
Retained earnings	142.6	103.9
Accumulated other comprehensive loss, net of income taxes	(232.4)	(239.4)
Total Stockholders' Equity	466.2	421.3
Total Liabilities and Stockholders' Equity	\$ 2,533.2	\$ 2,490.1

Aerojet Rocketdyne Holdings, Inc.
Unaudited Condensed Consolidated Statements of Cash Flows

	Three months ended March 31,	
	2019	2018
	(In millions)	
Operating Activities		
Net income	\$ 38.7	\$ 14.0
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	17.5	17.7
Amortization of debt discount and deferred financing costs	2.3	2.1
Stock-based compensation	5.3	1.5
Retirement benefits, net	5.4	3.3
Other, net	0.2	(1.9)
Changes in assets and liabilities, net of effects from acquisition in 2019:		
Accounts receivable, net	(4.9)	(76.2)
Contract assets	(0.6)	(20.4)
Other current assets, net	(6.1)	(17.4)
Recoverable environmental remediation costs	4.2	3.0
Other noncurrent assets	(5.6)	(3.9)
Accounts payable	6.2	29.8
Contract liabilities	(63.4)	(30.8)
Other current liabilities	1.6	(21.9)
Deferred income taxes	(19.3)	9.0
Reserves for environmental remediation costs	(4.7)	(3.0)
Other noncurrent liabilities and other	5.5	(0.3)
Net Cash Used in Operating Activities	(17.7)	(95.4)
Investing Activities		
Insurance proceeds	—	1.9

Capital expenditures	(1.5)	(4.1)
Net Cash Used in Investing Activities	(1.5)	(2.2)
Financing Activities		
Debt repayments	(5.5)	(5.1)
Repurchase of shares for withholding taxes and option costs under employee equity plans	(6.2)	(1.6)
Proceeds from shares issued under equity plans	2.2	2.1
Net Cash Used in Financing Activities	(9.5)	(4.6)
Net Decrease in Cash, Cash Equivalents and Restricted Cash	(28.7)	(102.2)
Cash, Cash Equivalents and Restricted Cash at Beginning of Year	740.3	535.0
Cash, Cash Equivalents and Restricted Cash at End of Year	\$ 711.6	\$ 432.8

Use of Unaudited Non-GAAP Financial Measures

In addition to segment performance (discussed above), the Company provides the Non-GAAP financial measures of its performance called Adjusted EBITDAP, Adjusted Net Income, and Adjusted EPS. The Company uses these metrics to measure its operating and total Company performance. The Company believes that for management and investors to effectively compare core performance from period to period, the metrics should exclude items that are not indicative of, or are unrelated to, results from the ongoing business operations such as retirement benefits (pension and postretirement benefits), significant non-cash expenses, the impacts of financing decisions on earnings, and items incurred outside the ordinary, ongoing and customary course of business. Accordingly, the Company defines Adjusted EBITDAP as GAAP net income adjusted to exclude interest expense, interest income, income taxes, depreciation and amortization, retirement benefits net of amounts that are recoverable under the Company's U.S. government contracts, and unusual items which the Company does not believe are reflective of such ordinary, ongoing and customary activities. Adjusted Net Income and Adjusted EPS exclude retirement benefits net of amounts that are recoverable under its U.S. government contracts and unusual items which the Company does not believe are reflective of such ordinary, ongoing and customary activities. Adjusted Net Income and Adjusted EPS do not represent, and should not be considered an alternative to, net income or diluted EPS as determined in accordance with GAAP.

	Three months ended March 31,	
	2019	2018
	(In millions, except per share and percentage amounts)	
Net income	\$ 38.7	\$ 14.0
Interest expense	9.0	8.1
Interest income	(4.0)	(1.6)
Income tax provision	13.1	4.7
Depreciation and amortization	17.5	17.7
GAAP retirement benefits expense	6.5	14.4
CAS recoverable retirement benefits expense	(10.1)	(10.1)
Unusual items	0.3	—
Adjusted EBITDAP	<u>\$ 71.0</u>	<u>\$ 47.2</u>
Net income as a percentage of net sales	7.9%	2.8%
Adjusted EBITDAP as a percentage of net sales	14.4%	9.6%
Net income	\$ 38.7	\$ 14.0
GAAP retirement benefits expense	6.5	14.4
CAS recoverable retirement benefits expense	(10.1)	(10.1)
Unusual items	0.3	—
Income tax impact of adjustments (1)	0.9	(1.2)
Adjusted Net Income	<u>\$ 36.3</u>	<u>\$ 17.1</u>
Diluted EPS	\$ 0.47	\$ 0.18
Adjustments	(0.03)	0.04
Adjusted EPS	<u>\$ 0.44</u>	<u>\$ 0.22</u>
Diluted weighted average shares, as reported and adjusted	<u>80.6</u>	<u>74.7</u>

(1) The income tax impact is calculated using the federal and state statutory rates in the corresponding period.

The Company also provides the Non-GAAP financial measure of Free Cash Flow. Free Cash Flow, a Non-GAAP financial measure, is defined as cash flow from operating activities less capital expenditures. Free Cash Flow should not be considered in isolation, as a measure of residual cash flow available for discretionary purposes, or as an alternative to cash flows from operations presented in accordance with GAAP. The Company uses Free Cash Flow, both in presenting its results to stakeholders and the investment community, and in the Company's internal evaluation and management of the business. Management believes that this financial measure is useful because it provides supplemental information to assist investors in viewing the business using the same tools that management uses to evaluate progress in achieving the Company's goals (including under the annual cash and long-term compensation incentive plans).

	Three months ended March 31,	
	2019	2018
	(In millions)	
Net cash used in operating activities	\$ (17.7)	\$ (95.4)
Capital expenditures	(1.5)	(4.1)
Free Cash Flow (1)	<u>\$ (19.2)</u>	<u>\$ (99.5)</u>

(1) Free Cash Flow, a Non-GAAP financial measure, is defined as cash flow from operating activities less capital expenditures.

Because the Company's method for calculating these Non-GAAP measures may differ from other companies' methods, the Non-GAAP measures presented above may not be comparable to similarly titled measures reported by other companies. These measures are not recognized in accordance with GAAP, and the Company does not intend for this information to be considered in isolation or as a substitute for GAAP measures.