

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>BOEHLE DANIEL L.</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) CFO, VP and Controller
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/21/2021</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	12/21/2021		M		361 ⁽¹⁾	A	\$0.00	33,488	D	
Common Stock	12/21/2021		M		1,914 ⁽²⁾	A	\$0.00	35,402	D	
Common Stock	12/21/2021		A		6,500 ⁽³⁾	A	\$0.00	41,902	D	
Common Stock	12/21/2021		F		7,085 ⁽⁴⁾	D	\$46.79	34,817	D	
Common Stock	12/21/2021		A		5,489 ⁽⁵⁾	A	\$0.00	40,306	D	
Common Stock	12/21/2021		A		32,936 ⁽⁶⁾	A	\$0.00	73,242	D	
Common Stock	12/21/2021		F		3,098 ⁽⁷⁾	D	\$46.79	70,144	D	

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	(1)	12/21/2021		M		361		(1)	(1)	Common Stock	361	\$0.00	0	D	
Restricted Stock Units	(2)	12/21/2021		M		1,914		(2)	(2)	Common Stock	1,914	\$0.00	0	D	

Explanation of Responses:

- On March 2, 2020, the Reporting Person was granted 1,083 restricted stock units ("RSUs"), vesting in three equal annual installments beginning on the first anniversary of the grant date. On December 21, 2021, 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, 2023, in connection with the transaction with Lockheed Martin as reported on the Issuer's Form 8-K filed on December [23], 2021 (the "Form 8-K").
- On August 7, 2020, the Reporting Person was granted 5,741 RSUs, vesting in three equal annual installments beginning on the first anniversary of the grant date. On December 21, 2021, the Committee approved the acceleration of vesting of the Reporting Person's RSUs that would have vested on August 7, 2023, in connection with the transaction with Lockheed Martin as reported on the Form 8-K.
- On March 2, 2020, the Reporting Person was granted 6,500 performance RSUs, vesting upon achievement of certain performance metrics. On December 21, 2021, the Committee approved the acceleration of vesting of the RSUs in connection with the transaction with Lockheed Martin as reported on the Form 8-K.
- 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 28, 2019, and (ii) RSUs granted to the Reporting Person on March 2, 2020 and August 7, 2020.
- Grant to the Reporting Person of restricted stock under the 2019 Equity and Performance Incentive Plan. Restricted stock will vest in three equal annual installments beginning on February 28, 2023.
- Grant to the Reporting Person of restricted stock under the 2019 Equity and Performance Incentive Plan. Restricted stock will vest on February 28, 2025, based on meeting of certain performance targets.
- Shares relinquished to pay withholding taxes payable in connection with an election made pursuant to Section 83(b) of the Internal Revenue Code with respect to the grants of restricted stock on December 21, 2021.

Remarks:

/s/ Rebecca Bauer, Attorney-in-Fact 12/23/2021

** 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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