

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

**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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| 1. Name and Address of Reporting Person*<br><b>TURCHIN MARTIN</b><br><hr/> (Last) (First) (Middle)<br><b>222 N. PACIFIC COAST HIGHWAY, SUITE 500</b><br><hr/> (Street)<br><b>EL SEGUNDO CA 90245</b><br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>AEROJET ROCKETDYNE HOLDINGS, INC. [ AJRD ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/03/2018</b>                            |  |
| 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                    | 08/03/2018                           |  | M                              |   | 3,000   | A          | \$8.48  | 99,150  | D  |   |
| Common Stock                    | 08/03/2018                           |  | M                              |   | 6,000   | A          | \$8.48  | 105,150   | D  |   |
| Common Stock                    | 08/03/2018                           |  | D                              |   | 6,000   | D          | \$34.21 | 99,150  | D  |   |
| Common Stock                    | 08/03/2018                           |  | D                              |   | 3,000   | D          | \$34.21 | 96,150  | D  |   |
| Common Stock                    | 08/03/2018                           |  | G                              | V | 500   | D          | \$0     | 95,650  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 17,774  | I  | By Rabbi Trust  |
| Common Stock                    |                                      |  |                                |   |   |            |         | 1,000   | I  | Coulter Turchin Trust                                 |
| Common Stock                    |                                      |  |                                |   |   |            |         | 7,500   | I  | Martin Turchin IRA Rollover                           |
| Common Stock                    |                                      |  |                                |   |   |            |         | 3,000   | I  | Peter Turchin Trust                                   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 1,000   | I  | Tyler Turchin Trust                                   |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(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) |   |     |       | 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   | Amount or Number of Shares |  |  |   |  |
| Stock Appreciation Right  | \$8.48   | 08/03/2018                           |  | M                              |   |     | 3,000 | 02/15/2009 <sup>(1)</sup>                                | 08/15/2018      | Common Stock  | 3,000                      | \$0  | 0  | D   |  |
| Stock Appreciation Right  | \$8.48   | 08/03/2018                           |  | M                              |   |     | 6,000 | 03/25/2009   | 08/15/2018      | Common Stock  | 6,000                      | \$0  | 0  | D   |  |

**Explanation of Responses:**

1. The Stock Appreciation Right vested in 50% increments on 2/15/09 and 8/15/09.

/s/ Rebecca A. Bauer  
attorney-in-fact

08/06/2018

\*\* 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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