

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 24, 2021**

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**Aerojet Rocketdyne Holdings, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction of Incorporation)

**1-01520**  
(Commission File Number)

**34-0244000**  
(I.R.S. Employer Identification No.)

**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)

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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.10 par value	AJRD	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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**Item 8.01. Other Events.**

On March 24, 2021, Aerojet Rocketdyne Holdings, Inc., a Delaware corporation (the “Company”), issued a press release announcing payment of the previously declared \$5.00 per share special cash dividend (the “Special Dividend”) to all stockholders of record of the Company’s common stock at the close of business on March 10, 2021, including holders of 2.25% Convertible Senior Notes on an as-converted basis. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Payment of the Special Dividend was made in connection with the previously announced Agreement and Plan of Merger, dated as of December 20, 2020, by and among the Company, Lockheed Martin Corporation, a Maryland corporation (“Lockheed Martin”), and Mizar Sub, Inc., a Delaware corporation and wholly owned subsidiary of Lockheed Martin (“Merger Sub”), pursuant to which, subject to the terms and conditions thereof, Merger Sub will merge with and into the Company, with the Company continuing as the surviving corporation and a wholly owned subsidiary of Lockheed Martin. The payment of the Special Dividend will reduce the per share merger consideration to be paid by Lockheed Martin from \$56.00 per share to \$51.00 per share.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit No.	Description
<a href="#">99.1</a>	<a href="#">Press release issued by the Company on March 24, 2021.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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: March 24, 2021

By: /s/ Arjun L. Kampani

Name: Arjun L. Kampani

Title: Senior Vice President, General Counsel and Secretary

## Aerojet Rocketdyne Pays Previously-Declared Special Dividend

EL SEGUNDO, Calif., March 24, 2021 (GLOBE NEWSWIRE) -- Aerojet Rocketdyne Holdings, Inc. (NYSE: AJRD) today announced payment of the previously-declared \$5.00 per share special cash dividend to holders of its common shares and convertible senior notes, on an as-converted basis. The special dividend was paid to holders of record as of March 10, 2021.

Payment of the special cash dividend was made in connection with the anticipated acquisition of Aerojet Rocketdyne by Lockheed Martin Corporation (NYSE: LMT) in an all-cash transaction previously announced on December 20, 2020. Under the terms of the acquisition agreement, Aerojet Rocketdyne's payment of the special dividend adjusts the consideration to be paid by Lockheed Martin at closing from \$56.00 per share to \$51.00 per share.

The transaction is expected to close in the second half of 2021, pending receipt of regulatory approval under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and satisfaction of other closing conditions specified in the acquisition agreement.

### Forward-Looking Statements

Certain information contained in this communication should be considered "forward-looking statements" as defined by Section 21E of the Securities Exchange Act of 1934, as amended. All statements included in this communication, other than statements of historical fact, may be forward-looking statements.

The usage of words such as "estimate," "may," "will," "could," "anticipate," "expect," "intend," "believe," "continue" or the negative of such terms, or other similar expressions, are intended to identify forward-looking statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements.

Actual results may be materially different from any future results expressed or implied by such forward-looking statements. Among other risks and uncertainties, there can be no guarantee that the Merger will be completed, or if it is completed, that it will close within the anticipated time frame. Additional risks and uncertainties relating to the transaction include: (1) conditions to the closing of the transaction contained in the Merger Agreement may not be satisfied or waived; (2) the transaction may involve unexpected costs, liabilities or delays; (3) Aerojet Rocketdyne's business may suffer as a result of uncertainty surrounding the transaction, including due to disruption of current plans and operations and the potential difficulties in employee retention as a result of the transaction; (4) the outcome of any legal proceedings related to the transaction; (5) required regulatory approvals may not be obtained on a timely basis or at all; and (6) an event, change or other circumstance may occur that could give rise to the termination of the Merger Agreement. Important risk factors that could cause actual results or outcomes to differ from those expressed in the forward-looking statements are described in the "Risk Factors" section in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2020 filed with the SEC on February 18, 2021, and in the Company's subsequent SEC filings. Forward-looking statements speak only as of the date hereof, and no obligation is assumed to update any forward-looking statements, even if expectations change, except as required by law.

### 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](http://www.rocket.com) or [www.aerjetrocketdyne.com](http://www.aerjetrocketdyne.com).

### Contact information:

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