

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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) 222 N. PACIFIC COAST HIGHWAY, SUITE 500 (Street) EL SEGUNDO CA 90245 (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) CFO, VP and Controller Other (specify below) _____		
			3. Date of Earliest Transaction (Month/Day/Year) 12/23/2020					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/23/2020		M		4,628	A	\$28.46	39,528	D	
Common Stock	12/23/2020		D		4,628	D	\$52.8	34,900	D	
Common Stock	12/23/2020		M		4,379	A	\$27.25	39,279	D	
Common Stock	12/23/2020		D		4,379	D	\$52.8	34,900	D	
Common Stock	12/23/2020		M		3,140	A	\$37.25	38,040	D	
Common Stock	12/23/2020		D		3,140	D	\$52.8	34,900	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 Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Appreciation Rights	\$28.46	12/23/2020		M		4,628		05/01/2020	01/26/2025	Common Stock	4,628	\$0.00	0	D	
Stock Appreciation Rights	\$27.25	12/23/2020		M		4,379		12/22/2020 <sup>(1)</sup>	02/27/2025	Common Stock	4,379	\$0.00	0	D	
Stock Appreciation Rights	\$37.25	12/23/2020		M		3,140		12/22/2020 <sup>(2)</sup>	02/28/2026	Common Stock	3,140	\$0.00	0	D	

**Explanation of Responses:**

- On February 27, 2018, the Reporting Person was granted 4,379 stock appreciation rights ("SARs") with an exercise date of February 27, 2021. On December 19, 2020, the Organization & Compensation Committee of the Issuer's Board of Directors (the "Committee") approved the acceleration of vesting of the Reporting Person's SARs that would have vested on February 27, 2021, in connection with the transaction with Lockheed Martin as reported on the Issuer's Form 8-K filed on December 21, 2020 (the "Form 8-K").
- On February 28, 2019, the Reporting person was granted 3,140 SARs with an exercise date of February 28, 2022. On December 19, 2020, the Committee approved acceleration of vesting of the Reporting Person's SARs that would have vested on February 28, 2022, in connection with the transaction with Lockheed Martin as reported on the Form 8-K.

**Remarks:**

/s/ Rebecca A. Bauer, attorney-in-fact for Daniel L. Boehle 12/29/2020

\*\* 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.

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.