

**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): July 15, 2022

Aerojet Rocketdyne Holdings, Inc.

(Exact name of registrant as specified in its charter)

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)

N/A
(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 (see General Instruction A.2. below):

- 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 per share	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.

Item 8.01. Other Events.

On July 15, 2022, Aerojet Rocketdyne Holdings, Inc. (the “Company”) announced that it issued a notice of redemption to holders of its outstanding 2.25% convertible senior notes due 2023 (CUSIP Number 007800 AB1) (the “Notes”) announcing its intention to redeem all outstanding Notes in full on September 19, 2022 in accordance with the terms of the indenture governing the Notes.

The Notes may be converted at any time before the close of business (which is 5:00 p.m., New York City time) on September 16, 2022, the scheduled trading day immediately preceding the redemption date. The Company is electing to settle conversions of Notes using Cash Settlement as defined in the indenture for the Notes. A copy of the press release announcing the issuance of the notice of redemption is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by the Company on July 15, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AEROJET ROCKETDYNE HOLDINGS, INC.

Date: July 15, 2022

By: /s/ Daniel L. Boehle

Name: Daniel L. Boehle

Title: Vice President, Chief Financial Officer

Aerojet Rocketdyne to Redeem 2.25% Convertible Senior Notes Due 2023

EL SEGUNDO, Calif., July 15, 2022 – Aerojet Rocketdyne Holdings, Inc. (NYSE: AJRD) announced today that it has issued a notice of redemption to redeem all of its outstanding 2.25% Convertible Senior Notes due 2023 (CUSIP Number 007800 AB1) (the “Notes”) on the redemption date of September 19, 2022. As of July 15, 2022, approximately \$145.9 million principal amount of the Notes was outstanding. On July 14, 2022, the closing price of the common stock, as reported on the New York Stock Exchange, was \$39.11.

The Notes will be redeemed at a stated redemption price equal to 100% of the aggregate principal amount of such Notes, plus accrued and unpaid interest to (but excluding) the redemption date.

The conversion rate of the Notes as of July 15, 2022 is 38.4615 shares of the common stock per \$1,000 principal amount of the Notes, which is equivalent to a conversion price of \$26.00 per share of common stock of the Company. Holders may surrender their Notes for conversion at any time prior to the close of business (which is 5:00 p.m., New York City time), on September 16, 2022, the scheduled trading day immediately preceding the redemption date. Holders of Notes that wish to convert their Notes must satisfy the requirements set forth in the Notes and the indenture for the Notes.

The Company is electing to settle conversions of Notes using Cash Settlement as defined in the indenture for the Notes.

Upon conversion, a Holder will not receive any separate cash payment for accrued and unpaid interest and the Company’s settlement of the conversion obligation shall be deemed to satisfy its obligation to pay the principal amount of the Note and accrued and unpaid interest to, but not including the relevant conversion date. On the redemption date, the redemption price will become due and payable upon each Note to be redeemed and interest thereon, if any, shall cease to accrue on and after the redemption date.

A copy of the notice of redemption may be obtained from The Bank of New York Mellon Trust Company, N.A., as trustee, paying agent and conversion agent, by calling (315) 414-3349.