

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>Drake Eileen P.</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO and President</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2022</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	12/15/2022		M		5,303 <sup>(1)</sup>	A	\$0.00	67,723	D	
Common Stock	12/15/2022		A		69,196 <sup>(2)</sup>	A	\$0.00	136,919	D	
Common Stock	12/15/2022		A		118,150 <sup>(3)</sup>	A	\$0.00	255,069	D	
Common Stock	12/15/2022		F		108,752 <sup>(4)</sup>	D	\$54.46	146,317	D	
Common Stock								214,000	I	EPD 2018 Trust Dated August 7, 2018

**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	(5)	12/15/2022		M		5,303		(1)	(1)	Common Stock	5,303	\$0.00	0	D	

**Explanation of Responses:**

- On March 2, 2020, the Reporting Person was granted 15,907 restricted stock units ("RSUs"), vesting in three equal annual installments beginning on the first anniversary of the grant date. On December 15, 2022, in connection with the transaction with L3Harris Technologies, Inc. ("L3Harris") as reported on the Issuer's Form 8-K filed on December 19, 2022 (the "Form 8-K"), vesting of the Reporting Person's RSUs that would have vested on March 2, 2023 was accelerated, as approved by the Organization & Compensation Committee of the Issuer's Board of Directors (the "Committee") on December 1, 2022.
- On March 2, 2020, the Reporting Person was granted 95,444 RSUs, vesting upon the achievement of certain performance targets for FY2023. On December 15, 2022, in connection with the transaction with L3Harris as reported on the Form 8-K, vesting of the Reporting Person's RSUs that would have vested on March 2, 2023 was accelerated at 145% of the performance target, as approved by the Committee on December 1, 2022.
- On December 21, 2021, the Reporting Person was granted 118,150 RSUs, vesting upon the achievement of certain performance targets for FY2024. On December 15, 2022, in connection with the transaction with L3Harris as reported on the Form 8-K, vesting of the Reporting Person's RSUs that would have vested on February 28, 2025 was accelerated at 200% of the performance target, as approved by the Committee on December 1, 2022.
- Shares relinquished to pay withholding taxes payable in connection with the vesting of RSUs granted to the Reporting Person on March 2, 2020 and December 21, 2021.
- Each RSU represents a contingent right to receive one share of Aerojet Rocketdyne Holdings, Inc. common stock.

**Remarks:**

/s/ Rebecca A. Bauer, attorney-in-fact 12/19/2022

\*\* 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.