

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): June 20, 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 7.01 Regulation FD Disclosure.

On June 20, 2022, Aerojet Rocketdyne Holdings, Inc. issued a press release, a copy of which is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Aerojet Rocketdyne Holdings, Inc. press release dated June 20, 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: June 21, 2022

By: /s/ Daniel L. Boehle

Name: Daniel L. Boehle

Title: Vice President, Chief Financial Officer

**Aerojet Rocketdyne Holdings, Inc. Issues Retraction
of Statements in February 1, 2022 Press Release and Related Disclosures That Were Not Authorized By the Board of Directors**

EL SEGUNDO, Calif., June 20, 2022 — In accordance with a June 16, 2022 post-trial memorandum opinion of the Delaware Court of Chancery (the “Court”), Aerojet Rocketdyne Holdings, Inc. (the “Company”) today retracted statements made in the press release issued in the Company’s name on February 1, 2022 (the “February 1 Press Release”) and in Form 8-K and Schedule 14A filings submitted under the Company’s name to the Securities and Exchange Commission on February 2, 2022 (the “February 2 Disclosures”).

The February 1 Press Release and February 2 Disclosures incorrectly stated that it was the Company’s view that Warren Lichtenstein’s nomination of a slate of candidates on behalf of Steel Partners for election as directors of the Company was “disruptive” and “may be driven by [Mr. Lichtenstein’s] personal concerns and desire to secure his board position.” The February 1 Press Release and February 2 Disclosures also incorrectly stated that the Company was “disappointed” by the nomination. These statements were issued without the authorization of the Company’s Board of Directors (the “Board”) and did not reflect the Company’s views.

The February 1 Press Release and the February 2 Disclosures also improperly disclosed an investigation involving Mr. Lichtenstein. The disclosure of the investigation was not approved by the Board or the pertinent Board committee.

In its post-trial memorandum opinion, the Court found that the issuance of the February 1 Press Release and February 2 Disclosures “made unauthorized use of the Company’s name to favor one faction of the Board” and “created a public perception that the Company was adverse to the Steel Slate” and that plaintiffs were “entitled to a declaration” that such issuances were unauthorized.

The Company hereby retracts the statements in the February 1 Press Release and the February 2 Disclosures and confirms that it takes no position on the outcome of the upcoming stockholder vote to remove and elect members of the Board.

The full text of the Court’s Opinion is available [here](#).