

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<p>1. Name and Address of Reporting Person* <b>CORCORAN THOMAS A</b></p> <hr/> <p>(Last) (First) (Middle) <b>222 N. PACIFIC COAST HIGHWAY, SUITE 500</b></p> <hr/> <p>(Street) <b>EL SEGUNDO CA 90245</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol <b>AEROJET ROCKETDYNE HOLDINGS, INC. [ AJRD ]</b></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year) <b>05/17/2021</b></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)</p> <hr/> <p>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</p>
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**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	05/17/2021		A		915 <sup>(1)</sup>	A	\$47.21	4,188 <sup>(2)</sup>	D	
Common Stock	05/17/2021		A		457 <sup>(3)</sup>	A	\$47.21	4,645	D	
Common Stock	05/17/2021		A		2,202 <sup>(4)</sup>	A	\$0	6,847	D	
Common Stock	05/19/2021		G	V	2,000	D	\$0	100,460	I	Thomas A. Corcoran TTEE U/A DTD 07/16/2001

**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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Effective March 24, 2010, the Board of Directors approved a Director Compensation Program which allows Directors to elect to receive Aerojet Rocketdyne Holdings, Inc. common stock in lieu of their cash compensation. The number of shares of common stock shown reflects the common stock this Reporting Person is entitled to receive in lieu of his annual cash retainer fee paid quarterly.
- 498 shares that were previously reported as directly owned on the Reporting Person's Form 4 filed February 17, 2021 have been transferred to the Thomas A. Corcoran TTEE U/A DTD 07/16/2001 Trust since that filing and are now being reported as indirectly owned.
- Pursuant to the Director Compensation Program, if a Director elects to receive common stock in lieu of at least 50% of his cash compensation, the Company will grant restricted shares equal in value to 50% of the amount of cash compensation he elects to receive in common stock. Such restricted shares will vest on the earlier of (i) the date of the Director's retirement from the Board, and (ii) one year after the grant date. The number of shares of common stock shown reflects the grant of restricted shares.
- Grant to Reporting Person of restricted stock under the Aerojet Rocketdyne Holdings, Inc. 2019 Equity and Performance Incentive Plan. Such shares of restricted stock will vest in 50% increments on November 15, 2021 and May 15, 2022.

/s/ Rebecca A. Bauer,  
attorney-in-fact

05/19/2021

\*\* 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.

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