

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) CEO and President
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2023</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	02/28/2023		M		6,563	A	(1)	68,983 ⁽²⁾	D	
Common Stock	02/28/2023		A		6,250 ⁽³⁾	A	(1)	75,233	D	
Common Stock	02/28/2023		F		7,234 ⁽⁴⁾	D	\$56.34	67,999	D	
Common Stock								297,897	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	(1)	02/28/2023		M		6,563	(5)	(5)	(5)	Common Stock	6,563	\$0.00	13,128	D	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of Aerojet Rocketdyne Holdings, Inc. common stock.
- 83,897 shares that were previously reported as directly owned on the Reporting Person's Form 4 filed December 19, 2022 have been transferred to the EPD 2018 Trust dated August 7, 2018 since that filing and are now being reported as indirectly owned.
- On February 28, 2019, the Reporting Person was granted 6,250 RSUs, vesting upon the achievement of certain performance targets. On February 27, 2023, achievement of the performance targets was certified by the Organization & Compensation Committee of the Issuer's Board of Directors.
- Shares relinquished to pay withholding taxes payable in connection with the vesting of RSUs granted to the Reporting Person on February 28, 2019 and December 21, 2021.
- The RSUs vest in three equal annual installments beginning on February 28, 2023.

Remarks:

/s/ David A. Fox, attorney-in-fact 03/02/2023

** 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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