

# **AEROJET ROCKETDYNE HOLDINGS, INC.**

Reported by  
**HENDERSON JAMES R**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 08/16/17 for the Period Ending 08/15/17

Address	222 N. SEPULVEDA BLVD. SUITE 500 EL SEGUNDO, CA 90245
Telephone	(310) 252-8100
CIK	0000040888
Symbol	AJRD
SIC Code	3760 - Guided Missiles And Space Vehicles And Parts
Industry	Aerospace & Defense
Sector	Industrials
Fiscal Year	12/31

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

<b>1. Name and Address of Reporting Person *</b>  <b>HENDERSON JAMES R</b>  (Last) (First) (Middle)  <b>222 N. SEPULVEDA BLVD., SUITE 500</b>  (Street)  <b>EL SEGUNDO, CA 90245</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>AEROJET ROCKETDYNE HOLDINGS, INC. [ AJRD ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> _____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>8/15/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	8/15/2017		A		504 (1) (2)	A	\$0	53869	I	By Rabbi Trust
Common Stock	8/15/2017		A		252 (2) (3)	A	\$0	54121	I	By Rabbi Trust
Common Stock								101341	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) 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
- (2) Shares of common stock held by a "rabbi trust" receipt of which has been deferred by the Reporting Person pursuant to the Aerojet Rocketdyne Holdings, Inc. Deferred Compensation Plan for Directors.
- (3) 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>HENDERSON JAMES R 222 N. SEPULVEDA BLVD., SUITE 500 EL SEGUNDO, CA 90245</b>	<b>X</b>			

**Signatures**

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

8/16/2017

\*\*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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