

# AEROJET ROCKETDYNE HOLDINGS, INC.

Reported by  
**DRAKE EILEEN P.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/01/18 for the Period Ending 02/27/18

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>Drake Eileen P.</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 _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>CEO and President</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>2/27/2018</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input 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	2/27/2018		D		11738 <u>(1)</u>	D	\$27.25	381031	D	
Common Stock	2/27/2018		F		10285	D	\$27.25	370746	D	
Common Stock	2/27/2018		A		90824 <u>(2)</u>	A	\$0	461570	D	
Common Stock	2/27/2018		A		11009 <u>(3)</u>	A	\$0	472579	D	
Common Stock	2/27/2018		A		48205 <u>(4)</u>	A	\$0	520784	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				
Stock Appreciation Right	\$27.25	2/27/2018		A		46768		2/27/2021	2/27/2025	Common Stock	46768	\$0	46768	D	

**Explanation of Responses:**

- (1) Performance-based restricted stock forfeited due to failure to achieve maximum performance targets for FY2017.
- (2) Grant to Reporting Person of restricted stock under the Amended and Restated 2009 Equity and Performance Incentive Plan. Restricted stock will vest based on meeting certain performance targets for FY2020.
- (3) Grant to Reporting Person of restricted stock under the Amended and Restated 2009 Equity and Performance Incentive Plan. Such shares of restricted stock will vest in 1/3 increments on February 27, 2019, February 27, 2020 and February 27, 2021.
- (4) Grant to Reporting Person of restricted stock under the Amended and Restated 2009 Equity and Performance Incentive Plan. Such restricted stock will vest as follows: 1/3 to vest upon the attainment of a share price of \$34 no later than December 31, 2020, an additional 1/3 to vest upon the attainment of a share price of \$38 no later than December 31, 2021, and an additional 1/3 to vest upon the attainment of a share price of \$42 no later than December 31, 2022, with the share price in all cases being determined on the basis of the 20-day volume weighted average price of the Company's common stock.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Drake Eileen P.</b> <b>222 N. SEPULVEDA BLVD., SUITE 500</b> <b>EL SEGUNDO, CA 90245</b>	X		CEO and President	

**Signatures**

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

3/1/2018

—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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