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

### **SCHEDULE 13D**

(Rule 13d-101)

## INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 32)<sup>1</sup>

Aerojet Rocketdyne Holdings, Inc. (Name of Issuer)

<u>Common Stock, par value \$0.10</u> (Title of Class of Securities)

> <u>007800 10 5</u> (CUSIP Number)

Warren G. Lichtenstein Steel Partners Holdings L.P. 590 Madison Avenue, 32nd Floor New York, New York 10022 (212) 520-2300 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 5, 2022

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(g), check the following box  $\square$ .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

-						
1	NAME OF REPOR	LING PEKSON				
	STEEL PART	NERS HOLDINGS L.P.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 🗵					
3	SEC USE ONLY					
4	SOURCE OF FUN	DS				
5	AF CHECK DOX IE D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR				
5	2(e)	ISCLOSORE OF LEGAL I ROCEEDINGS IS REQUIRED I ORSOANT TO THEM 2(d) OR				
6	CITIZENSHIP OR	PLACE OF ORGANIZATION				
	DELAWARE					
NUMBER OF	7	SOLE VOTING POWER				
SHARES BENEFICIALLY		- 0 -				
OWNED BY	8	SHARED VOTING POWER				
EACH	0					
REPORTING		3,949,496				
PERSON WITH	9	SOLE DISPOSITIVE POWER				
		- 0 -				
	10	SHARED DISPOSITIVE POWER				
		2 040 400				
11	AGGREGATE AM	3,949,496 OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11						
	3,949,496					
12	CHECK BOX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)				
	4.00/					
14	4.9% TYPE OF REPORT	INC DEDSON				
14	I I FE OF KEPORI	INO FERSON				
	PN					

	4			
1	NAME OF REPOR	TING PERSON		
	SPH GROUP			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠			
			(b) 🗆	
	CECHCE ON UN			
3	SEC USE ONLY			
4	SOURCE OF FUN	DS .		
7	SOURCE OF FUR			
	AF			
5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER		
EACH	8	SHAKED VOTING POWER		
REPORTING		3,949,496		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	,			
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		3,949,496		
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	3,949,496			
12	CHECK BOX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	DEDCENT OF OUACE DEDDECENTED DV AMOUNT IN DOW (11)			
15	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	4.9%			
14	TYPE OF REPORT	ING PERSON		
	00			
· · · · · · · · · · · · · · · · · · ·				

1	NAME OF DEPOD	TIMO DEDCON		
1	NAME OF REPOR	HING PERSOIN		
	SPH GROUP HOLDINGS LLC			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠			
2			(b) $\Box$	
3	SEC USE ONLY			
4	SOURCE OF FUN	20		
4	SOURCE OF FUNI	58		
	AF			
5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
	CUTUZENGUUD OD			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		466,924		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		466,924		
11	AGGREGATE AM	400,924 OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		Server 22. (2.10) inter of the bit Enonited Okting (12koot)		
	466,924			
12	CHECK BOX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	DEDCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)		
15	I ERCENT OF CLA	Ass the resented di Aniount in tow (11) $(11)$		
	LESS THAN	1%		
14	TYPE OF REPORT			
	00			

1	NAME OF DEDOR	TINC DEDSON		
1	NAME OF REPOR	ALING PERSOIN		
	STEEL PARTNERS HOLDINGS GP INC.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)			
_			(b) 🗆	
3	SEC USE ONLY			
4	SOURCE OF FUN	20		
4	SOURCE OF FUN	DS		
	AF			
5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHID OD	PLACE OF ORGANIZATION		
0	CITIZENSIIII OK			
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER		
EACH	0	SHARED VOTING FOWER		
REPORTING		3,949,496		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	10	- 0 - SHARED DISPOSITIVE POWER		
	10	SHAKED DISPOSITIVE POWER		
		3,949,496		
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	3,949,496			
12	CHECK BOX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	4.9%			
14	TYPE OF REPORT	TING PERSON		
	СО			

1	NAME OF REPOR	RTING PERSON		
	WEBFINANCIAL HOLDING CORPORATION			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)			
2	(t)			
			(*) =	
3	SEC USE ONLY			
4	SOURCE OF FUN	IDS		
	00			
5		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
5	2(e)			
	-(-)			
6	CITIZENSHIP OR	R PLACE OF ORGANIZATION		
		¬		
NUMBER OF	DELAWARI 7	SOLE VOTING POWER		
SHARES	/	SOLE VOTING POWER		
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		3,482,572		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
	10	SIMALD DISCOUTTVE FOWER		
		3,482,572		
11	AGGREGATE AM	NOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12	3,482,572			
12	CHECK BOX IF I	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	4.3%			
14	TYPE OF REPOR	TING PERSON		
	СО			

1	NAME OF REPO	RTING PERSON		
	STEEL EXCEL, INC.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [			
			(b) 🗆	
3	SEC USE ONLY			
3	SEC USE ONLY			
4	SOURCE OF FUN	JDS		
	Source of 101			
	00			
5	CHECK BOX IF I	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OF	R PLACE OF ORGANIZATION		
	DELAWAR			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER		
EACH	8	SHAKED VOTING POWER		
REPORTING		465,427		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	,			
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		465,427		
11	AGGREGATE AN	NOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	165 105			
12	465,427			
12	CHECK BOX IF	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CI	ASS REPRESENTED BY AMOUNT IN ROW (11)		
15	I ERCENT OF CL	$\frac{1}{100} \text{ KLI KLOLITILD DI ANIOONI IN KOW (II)}$		
	LESS THAN 1%			
14	TYPE OF REPOR			
	СО			
<u> </u>	1			

1 NA	ME OF DEDODTI			
	NAME OF REPORTING PERSON			
	STEEL DADTNIEDS I TO			
	STEEL PARTNERS LTD.			
2 CH	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP $(a) \boxtimes (b)$			
			(b) 🗆	
2	C USE ONLY			
3 SEC	USE ONLY			
4 SO	URCE OF FUNDS			
4 500	UNCL OF FUNDS			
	WC			
5 CH		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
2(e)	)			
6 CIT	TIZENSHIP OR PL	ACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH	0	SHARED VOTINGTOWER		
REPORTING		60,546		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		60,546		
11 AG	GREGATE AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	60 546			
12 CH	60,546	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
12 CH.	EUN BUA IF THE	AOOREOATE AMOUNT IN KOW (11) EACLUDES CERTAIN SHARES		
13 PEF	RCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)		
	LESS THAN 1%			
14 TY	PE OF REPORTIN			
	CO			

IT	i			
1	NAME OF REPOI	RTING PERSON		
	WARREN G. LICHTENSTEIN			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
			(b) 🗆	
	GEG LIGE ONLY			
3	SEC USE ONLY			
4	SOURCE OF FUN			
4	SOURCE OF FUR	05		
	OO, AF			
5		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
-	2(e)	······································	_	
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY	_	207,953		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		() 54(		
PERSON WITH	9	60,546 SOLE DISPOSITIVE POWER		
FERSON WITH	9	SOLE DISPOSITIVE POWER		
		207,953		
	10	SHARED DISPOSITIVE POWER		
	10			
		60,546		
11	AGGREGATE AM	IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	268,499			
12	CHECK BOX IF T	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
			_	
13	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	I FOO TILLS	T 10/		
1.4	LESS THAN			
14	TYPE OF REPOR	HING PEKSUN		
	IN			
	11N			

#### CUSIP No. 007800 10 5

The following constitutes Amendment No. 32 to the Schedule 13D filed by the undersigned ("Amendment No. 32"). This Amendment No. 32 amends the Schedule 13D as specifically set forth herein.

 Item 2.
 Identity and Background.

 Item 4.
 Purpose of Transaction.

Item 2 and Item 4 are hereby amended to add the following:

At the special meeting of stockholders of the Issuer held on June 30, 2022, the stockholders of the Issuer elected a new eight-member board of directors that did not include Warren G. Lichtenstein, James R. Henderson, Joanne M. Maguire, Audrey A. McNiff, Aimee J. Nelson, Martin Turchin, Heidi R. Wood, Mark A. Tucker, Tina W. Jonas or Vice Admiral Mathias W. Winter, USN (Ret.). Accordingly, Mr. Henderson, Ms. Maguire, Ms. McNiff, Ms. Nelson, Mr. Turchin, Ms. Wood, Mr. Tucker, Ms. Jonas and Vice Admiral Winter are no longer members of the Section 13(d) group and have ceased to be Reporting Persons. The remaining Reporting Persons will continue filing as a group statements on Schedule 13D with respect to their beneficial ownership of securities of the Issuer to the extent required by applicable law. Each of the remaining Reporting Persons is party to the Joint Filing Agreement described in Item 6 below.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

On the date hereof, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to securities of the Issuer. A copy of this agreement is attached as an exhibit hereto and is incorporated herein by reference.

Item 7. <u>Material to be Filed as Exhibits</u>.

Item 7 is hereby amended to add the following exhibit:

- Exhibit No. Description
- 99.1 Joint Filing Agreement

#### SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 7, 2022

#### STEEL PARTNERS HOLDINGS L.P.

- By: Steel Partners Holdings GP Inc. General Partner
- By: /s/ Jack L. Howard Jack L. Howard, President

## SPH GROUP LLC

- By: Steel Partners Holdings GP Inc. Managing Member
- By: /s/ Jack L. Howard Jack L. Howard, President

### SPH GROUP HOLDINGS LLC

- By: Steel Partners Holdings GP Inc. Manager
- By: /s/ Jack L. Howard Jack L. Howard, President

#### STEEL PARTNERS HOLDINGS GP INC.

By: /s/ Jack L. Howard Jack L. Howard, President

#### WEBFINANCIAL HOLDING CORPORATION

By: /s/ Jack L. Howard Jack L. Howard, Director

### STEEL EXCEL, INC.

By: /s/ Jack L. Howard Jack L. Howard, Director

## STEEL PARTNERS, LTD.

By: /s/ Jack L. Howard Jack L. Howard, President

/s/ Jack L. Howard JACK L. HOWARD

as Attorney-In-Fact for Warren G. Lichtenstein

#### JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including amendments thereto) with respect to the Common Stock, par value \$0.10 per share, of Aerojet Rocketdyne Holdings, Inc. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: July 7, 2022

#### STEEL PARTNERS HOLDINGS L.P.

- By: Steel Partners Holdings GP Inc. General Partner
- By: /s/ Jack L. Howard Jack L. Howard, President

#### SPH GROUP LLC

- By: Steel Partners Holdings GP Inc. Managing Member
- By: /s/ Jack L. Howard Jack L. Howard, President

#### SPH GROUP HOLDINGS LLC

- By: Steel Partners Holdings GP Inc. Manager
- By: /s/ Jack L. Howard Jack L. Howard, President

### STEEL PARTNERS HOLDINGS GP INC.

By: /s/ Jack L. Howard Jack L. Howard, President

### WEBFINANCIAL HOLDING CORPORATION

By: /s/ Jack L. Howard Jack L. Howard, Director

# STEEL EXCEL, INC.

By: /s/ Jack L. Howard Jack L. Howard, Director

### STEEL PARTNERS, LTD.

By: /s/ Jack L. Howard Jack L. Howard, President

/s/ Jack L. Howard JACK L. HOWARD as Attorney-In-Fact for Warren G. Lichtenstein