# 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. 34)1

<u>Aerojet Rocketdyne Holdings, Inc.</u> (Name of Issuer)

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

007800 10 5 (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)

<u>July 26, 2023</u>
(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(f) or 240.13d-1(g), check the following box  $\Box$ .

*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*).

# CUSIP No. 007800 10 5

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1	NAME OF REPORT	ING PERSON	
		IERS HOLDINGS L.P.	
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REPORTING		2,665,236	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
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	10	SHARED DISPOSITIVE POWER	
		2,665,236	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,665,236		
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	3.3%		
14	TYPE OF REPORTI	NG PERSON	
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# CUSIP No. 007800 10 5

1	NAME OF REPORT	ING PERSON	
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11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
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14	TYPE OF REPORTI	NG PERSON	
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1	NAME OF REPORT	ING PERSON	
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11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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	2,665,236		
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
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13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
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1	NAME OF REPORT	TING PERSON		
	WEDEINANCIAL HOLDING CORDORATION			
2	WEBFINANCIAL HOLDING CORPORATION  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) $\Box$			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$			
3	SEC USE ONLY			
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11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,664,236			
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
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14	3.3% TYPE OF REPORTING PERSON			
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1	NAME OF REPORT	ING PERSON	
	SPH GROUP H	HOLDINGS LLC	
2		DPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □
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3	SEC USE ONLY		
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OWNED BY	8	SHARED VOTING POWER	
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PERSON WITH	9	SOLE DISPOSITIVE POWER	
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		1,000	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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14	LESS THAN 1 TYPE OF REPORTI		
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1	NAME OF REPORT	TING DEDSON		
1	NAME OF REPOR	TING FERSON		
	STEEL CONNECT, INC.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) □			
	(b) $\Box$			
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BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING	_	2,664,236		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
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		2,664,236		
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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12	2,664,236	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
12	CHECK BOX IF II	TE AGGREGATE AMOUNT IN KOW (11) EXCLUDES CERTAIN SHAKES	Ш	
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
	3.3%			
14	TYPE OF REPORTING PERSON			
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1	NAME OF REPORT	ING PERSON	
	STEEL CONN	ECT SUB LLC	
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
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5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
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	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		2,664,236	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
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	10	SHARED DISPOSITIVE POWER	
		2.004.220	
11	ACCDECATE AMO	2,664,236 UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGREGALE AMU	UNI DENEFICIALLI UWNED DI EACH KEPUKIING PEKSUN	
	2,664,236		
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
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13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
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	3.3%		
14	TYPE OF REPORTI	NG PERSON	
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1	NAME OF REPORT	ING PERSON	
	STEEL PARTN	IERS LTD.	
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
	WC	COLORUME OF LEGAL PROCEEDINGS IS REQUIRED BURGLANTED ITEM O( )) OR	
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	2(e)		
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
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	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		60,546	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
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		60,546	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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	60,546		
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	LESS THAN 1		
14	TYPE OF REPORTI	NG PERSON	
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	ı CO		

1	NAME OF REPOR	TING PERSON		
	WARREN G. LICHTENSTEIN			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$			
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUNI	DS		
	OO, AF			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR USA	PLACE OF ORGANIZATION		
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY	8	622,379 SHARED VOTING POWER		
EACH REPORTING		60,546		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	10	622,379 SHARED DISPOSITIVE POWER		
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11	AGGREGATE AMO	60,546 OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	682,925			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	LESS THAN 1%			
14	TYPE OF REPORTING PERSON			
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#### CUSIP No. 007800 10 5

The following constitutes Amendment No. 34 to the Schedule 13D filed by the undersigned ("Amendment No. 34"). This Amendment No. 34 amends the Schedule 13D as specifically set forth herein.

#### Item 5. <u>Interest in Securities of the Issuer.</u>

Items 5(a), (c) and (e) are hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 80,758,891 Shares outstanding, which is the total number of Shares outstanding as of April 30, 2023 as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on May 4, 2023.

As of the close of business on the date hereof, Steel Connect Sub owned directly 2,664,236 Shares, constituting approximately 3.3% of the Shares outstanding. By virtue of their relationships with Steel Connect Sub, each of Steel Holdings, SPHG, Steel Holdings GP, WebFinancial and Steel Connect may be deemed to beneficially own the Shares owned directly by Steel Connect Sub.

As of the close of business on the date hereof, SPHG Holdings owned directly 1,000 Shares, constituting less than 1% of the Shares outstanding. By virtue of their relationships with SPHG Holdings, each of Steel Holdings, SPHG and Steel Holdings GP may be deemed to beneficially own the Shares owned directly by SPHG Holdings.

As of the close of business on the date hereof, SPL owned directly 60,546 Shares, constituting less than 1% of the Shares outstanding. By virtue of his relationship with SPL, Warren G. Lichtenstein may be deemed to beneficially own the Shares owned directly by SPL.

As of the close of business on the date hereof, Warren G. Lichtenstein may be deemed to beneficially own an aggregate of 682,925 Shares, constituting less than 1% of the Shares outstanding, consisting of (i) 622,379 Shares owned directly, including Shares that were previously held by a "rabbi trust" pursuant to the Issuer's Deferred Compensation Plan for Nonemployee Directors, and (ii) 60,546 Shares owned directly by SPL.

- (c) On July 27, 2023, Mr. Lichtenstein gifted 23,714 Shares to charitable organizations. <u>Schedule B</u> annexed hereto lists all other transactions in the Shares by the Reporting Persons during the past 60 days. All of such transactions were effected in the open market.
  - (e) As of July 26, 2023, the Reporting Persons ceased to beneficially own more than 5% of the outstanding Shares.

#### **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 27, 2023

#### STEEL PARTNERS HOLDINGS L.P.

By: Steel Partners Holdings GP Inc.

General Partner

By: /s/ Maria Reda

Maria Reda, Secretary

#### SPH GROUP LLC

By: Steel Partners Holdings GP Inc.

Managing Member

By: /s/ Maria Reda

Maria Reda, Secretary

#### SPH GROUP HOLDINGS LLC

By: Steel Partners Holdings GP Inc.

Manager

By: /s/ Maria Reda

Maria Reda, Secretary

#### STEEL PARTNERS HOLDINGS GP INC.

By: /s/ Maria Reda

Maria Reda, Secretary

### WEBFINANCIAL HOLDING CORPORATION

By: /s/ Maria Reda

Maria Reda, Secretary

#### STEEL CONNECT, INC.

By: /s/ Jason Wong

Jason Wong, Chief Financial Officer

#### STEEL CONNECT SUB LLC

By: /s/ Jason Wong

Jason Wong, Senior Vice President

STEEL PARTNERS, LTD.

By: /s/ Mario Marcon

Mario Marcon, Chief Financial Officer

/s/ Maria Reda

MARIA REDA

as Attorney-In-Fact for Warren G. Lichtenstein

## $\underline{\text{SCHEDULE B}}$

## Transactions in the Shares During the Past Sixty Days

 Class of
 Shares
 Date of

 Security
 Purchased / (Sold)
 Price(\$)
 Purchase / Sale

# STEEL CONNECT SUB LLC

Common Stock (933,508) 57.0982 07/26/2023