

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
JACOBS SOLUTIONS INC.			Amentum Holdings, Inc. [AMTM]				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner								
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)				<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)								
1999 BRYAN STREET, SUITE 3500			9/23/2024												
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)				6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person								
DALLAS, TX 75201															
(City) (State) (Zip)															
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		9/23/2024		J(1)(2)(3)		124,084,108 (1)(2)(3) D \$0		29,196,261 (1)(2)(3)		I	See footnote (4)				
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) On September 18, 2024, Jacobs Solutions Inc. ("Jacobs") reported that it owned, indirectly through Jacobs Engineering Group Inc. ("JEG"), 100 shares of common stock of Amazon Holdco Inc. ("SpinCo"), which at the time was all of the issued and outstanding shares of common stock of SpinCo, par value \$0.01 per share (the "SpinCo Common Stock"). Pursuant to a Separation and Distribution Agreement by and among Jacobs, SpinCo, Amentum Parent Holdings LLC and Amentum Joint Venture LP (the "Separation & Distribution Agreement"), the Jacobs Board of Directors has declared a pro rata distribution to its stockholders who hold shares of Jacobs common stock as of the close of business on September 23, 2024 (the "Record Date"), of approximately 81% of the outstanding SpinCo Common Stock (the "Distribution"). Prior to the Distribution, which is expected to occur at 4:05 p.m. Eastern time on September 27, 2024,
- (2) (Continued from footnote 1) SpinCo is expected to effect a stock split (the "Stock Split") of all of the issued and outstanding shares of SpinCo Common Stock, with the Stock Split resulting in 153,280,369 shares of SpinCo Common Stock issued and outstanding, all of which will be owned directly by JEG and indirectly by Jacobs.
- (3) Subject to the conditions set forth in the Separation & Distribution Agreement, Jacobs will distribute 124,084,108 shares of SpinCo Common Stock in the Distribution to shareholders who held shares of Jacobs common stock as of the close of business on the Record Date. Jacobs will retain, indirectly through JEG, the remaining 29,196,261 shares of SpinCo Common Stock at the time of the Distribution.
- (4) The shares of SpinCo Common Stock retained by Jacobs are owned directly by JEG. Jacobs is an indirect beneficial owner of the retained securities.

Remarks:
Legal name of issuer is Amazon Holdco Inc. and will change to Amentum Holdings, Inc. upon the completion of the transactions contemplated in the Separation & Distribution Agreement.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBS SOLUTIONS INC. 1999 BRYAN STREET, SUITE 3500 DALLAS, TX 75201		X		
JACOBS ENGINEERING GROUP INC /DE/ 1999 BRYAN STREET, SUITE 3500 DALLAS, TX 75201		X		

Signatures/s/ Justin Johnson, General Counsel, Sr. Vice President & Secretary**Signature of Reporting Person9/25/2024

Date

/s/ Justin Johnson, General Counsel, Sr. Vice President & Secretary**Signature of Reporting Person9/25/2024

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.