

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.

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

OMB APPROVAL
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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)		
Arnette Stephen A			Amentum Holdings, Inc. [AMTM]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)			<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
C/O AMENTUM HOLDINGS, INC., 4800 WESTFIELDS BOULEVARD, SUITE 400			10/2/2024			Chief Operating Officer		
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
CHANTILLY, VA 20151						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City) (State) (Zip)						<input type="checkbox"/> Form filed by More than One Reporting Person		

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			

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				
Restricted Stock Units (1)	(1)	10/2/2024		A		521		(2)	(2)	Common Stock	521	\$0	521	D	
Restricted Stock Units (1)	(1)	10/2/2024		A		1,178		(3)	(3)	Common Stock	1,178	\$0	1,178	D	
Restricted Stock Units (1)	(1)	10/2/2024		A		4,038		(4)	(4)	Common Stock	4,038	\$0	4,038	D	
Restricted Stock Units (1)	(1)	10/2/2024		A		10,106		(5)	(5)	Common Stock	10,106	\$0	10,106	D	
Restricted Stock Units (1)	(1)	10/2/2024		A		17,273		(6)	(6)	Common Stock	17,273	\$0	17,273	D	
Restricted Stock Units (1)	(1)	10/2/2024		A		3,681		(7)	(7)	Common Stock	3,681	\$0	3,681	D	
Restricted Stock Units (1)	(1)	10/2/2024		A		4,596		(7)	(7)	Common Stock	4,596	\$0	4,596	D	
Restricted Stock Units (1)	(1)	10/2/2024		A		10,984		(8)	(8)	Common Stock	10,984	\$0	10,984	D	
Restricted Stock Units (1)	(1)	10/2/2024		A		10,395		(8)	(8)	Common Stock	10,395	\$0	10,395	D	

Explanation of Responses:

(1) These restricted stock units ("RSUs") were originally granted by Jacobs Solutions Inc. ("Jacobs") and, pursuant to the terms of the Employee Matters Agreement, dated as of November 20, 2023, by and among Jacobs, the Issuer and Amentum Parent Holdings LLC, as amended from time to time, were converted into RSUs with respect to Issuer common stock with adjustments made to the number of shares subject to the award in order to preserve the

award's value. The conversion ratio was determined based on the closing price per share of Jacobs common stock on September 27, 2024 divided by the average of the volume-weighted average prices of the Issuer's common stock on the New York Stock Exchange for the period beginning on September 30, 2024 and ending on October 2, 2024.

- (2) This award will vest in full on March 4, 2025, subject to the reporting person's continued service through such date.
- (3) This award will vest in full on November 17, 2025, subject to the reporting person's continued service through such date.
- (4) This award will vest with respect to 1,230 RSUs on March 2, 2025 and 2,808 RSUs on March 2, 2026, subject to the reporting person's continued service through the applicable date.
- (5) This award will vest in two equal installments on November 16, 2025 and November 16, 2026, subject to the reporting person's continued service through the applicable date.
- (6) This award will vest in three equal installments on November 15, 2025, November 15, 2026 and November 15, 2027, subject to the reporting person's continued service through such date.
- (7) This award was originally granted by Jacobs subject to a performance condition, which was deemed satisfied based on actual performance prior to the conversion, and as a result is now solely subject to time-vesting conditions. This award will vest in full on November 16, 2025, subject to the reporting person's continued service through such date.
- (8) This award was originally granted by Jacobs subject to a performance condition, which was deemed satisfied based on actual performance prior to the conversion, and as a result is now solely subject to time-vesting conditions. This award will vest in full on November 15, 2026, subject to the reporting person's continued service through such date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arnette Stephen A C/O AMENTUM HOLDINGS, INC. 4800 WESTFIELDS BOULEVARD, SUITE 400 CHANTILLY, VA 20151			Chief Operating Officer	

Signatures

/s/ Paul W. Cobb, Jr. Attorney-in-fact

10/4/2024

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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