

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Materials Pursuant to §240.14a-12



AMENTUM HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee paid previously with preliminary materials.

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.



**Notice of 2025
Annual Meeting
of Stockholders
and Proxy Statement**

March 5, 2025



Amentum Holdings, Inc.

January 21, 2025

Dear Amentum Stockholder:

I would like to invite you to attend the first Annual Meeting of Stockholders of Amentum Holdings, Inc. ("Amentum" or the "Company"), to be held virtually at 11:00 a.m. (EST) on March 5, 2025 (the "Annual Meeting"). A Notice of Internet Availability of Proxy Materials, which contains instructions on how to access online our Proxy Statement and our Annual Report for the fiscal year ended September 27, 2024, is first being sent to stockholders on or about January 21, 2025.

Items of business to be transacted at our Annual Meeting are:

1. Election of thirteen director nominees;
2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2025;
3. A non-binding, advisory vote on the compensation paid to the Company's named executive officers in fiscal year 2024, as disclosed in the proxy statement; and
4. A non-binding, advisory vote on the frequency of future advisory votes to approve named executive officer compensation.

In addition to the foregoing, the Annual Meeting will include the transaction of such other business as may properly come before the meeting, or any adjournment(s), continuation(s), rescheduling(s) or postponement(s) thereof.

The Board of Directors recommends that you vote "FOR" the nominees under Proposal 1, "FOR" Proposals 2 and 3, and "ONE YEAR" for Proposal 4.

Our 2025 Annual Meeting of Stockholders will be a virtual meeting conducted solely online and can be attended by visiting www.virtualshareholdermeeting.com/AMTM2025. To participate in the Annual Meeting, you will need the control number located on your proxy card or the instructions that accompanied your proxy materials.

Your vote is important. You may vote by proxy online or by telephone. In addition, if you receive paper copies of the proxy materials by mail, you may also vote by mail by following the instructions on the proxy card or voting instruction form (if you hold your shares through a broker or bank). Voting online, by telephone, by written proxy or by voting instruction form will ensure your representation at the Annual Meeting regardless of whether you participate in the virtual meeting.

We look forward to your participation in our Annual Meeting. We appreciate your investment in and support of Amentum.

Sincerely,

John Heller
Chief Executive Officer

