

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 * <b>Arnette Stephen A</b> (Last) (First) (Middle) <b>C/O AMENTUM HOLDINGS, INC., 4800 WESTFIELDS BOULEVARD, SUITE 400</b> (Street) <b>CHANTILLY, VA 20151</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Amentum Holdings, Inc. [ AMTM ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chief Operating Officer</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>11/6/2024</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	11/6/2024		A		27,218	(2)	(2)	Common Stock	27,218	\$0	27,218	D	
Restricted Stock Units	(1)	11/6/2024		A		38,105	(3)	(3)	Common Stock	38,105	\$0	38,105	D	

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one share of AMTM common stock.
- (2) One-half of the restricted stock units shall vest on the 18th month and three-year anniversaries of the date of grant.
- (3) One-third of the restricted stock units shall vest on each of the first, second and third anniversaries of the date of grant.

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

11/6/2024

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.

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.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Paul W. Cobb, Jr. and Mark Esposito, any such person signing individually, as the undersigned's true and lawful attorneys-in-fact, solely in connection with the undersigned's ownership, acquisition or disposition of common stock of Amentum Holdings, Inc., to:

- (1) execute for and on behalf of the undersigned any filings related to the undersigned's ownership, acquisition or disposition solely of common stock of Amentum Holdings, Inc. on Schedule 13D or Forms 3, 4, 5 or 144 in accordance with Sections 13(d) and 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder and Rule 144 of the Securities Act of 1933;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such filings on Schedule 13D or Forms 3, 4, 5 or 144, or other form or report, or any amendment or amendments thereto, and timely file such form with the SEC solely in connection with the undersigned's ownership, acquisition or disposition of common stock of Amentum Holdings, Inc.; and
- (3) take any other action of any type in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, solely in connection with the undersigned's ownership, acquisition or disposition of Amentum Holdings, Inc., it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in such attorneys-in-fact's discretion.

The undersigned hereby grants to such attorneys-in-fact, any such person signing individually, solely in connection with the undersigned's ownership, acquisition or disposition of common stock of Amentum Holdings, Inc., full power and authority to do and perform any and every act and thing requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming that all such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that none of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is assuming any of the undersigned's responsibilities to comply with Sections 13(d) or 16(a) of the Securities Exchange Act of 1934, Rule 144 of the Securities Act of 1933 or any other rule or regulation of the SEC.

With respect to the internal relationship between the undersigned and each attorney-in-fact, the undersigned undertakes to indemnify and hold harmless each attorney-in-fact from and against all costs, expenses, claims, obligations, any damage and any liability of whatever kind incurred by, or asserted against, such attorney-in-fact under or in connection with the agreed upon exercise of any rights granted under this Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D or Forms 3, 4, 5 and 144 with respect to the undersigned's holdings of and transactions in Amentum Holdings, Inc., unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

*[signature page follows]*



IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25<sup>th</sup> day of September, 2024.

**STEPHEN A. ARNETTE**

Signature:

A handwritten signature in blue ink, appearing to read "Stephen A. Arnette", written over a horizontal line.

Print Name: Stephen A. Arnette

Title: Chief Operating Officer



