

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)
Amentum Joint Venture GP LLC	Amentum Holdings, Inc. [ AMTM ]	<input checked="" 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)
C/O GOLDBERG LINDSAY & CO. LLC, 630 FIFTH AVENUE, 30TH FLOOR	12/17/2024	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEW YORK, NY 10111		<input type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input checked="" 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			
Common Stock	12/17/2024		J <sup>(1)</sup>		90,021,804	D	\$0 <sup>(2)</sup>	0 <sup>(1)</sup>	I	By Amentum Joint Venture LP <sup>(1)(2)</sup>

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) This Form 4 is filed jointly by (i) Amentum Joint Venture GP LLC and (ii) Amentum Joint Venture LP ("Amentum JV"). Amentum Joint Venture GP LLC is the general partner of Amentum JV and may be deemed to have indirect voting and investment control over the shares held by Amentum JV. The shares of the Issuer reported as disposed in this Form 4 were owned directly by Amentum JV as a result of a Reverse Morris Trust transaction (the "RMT Transaction"), with the Issuer surviving and being renamed Amentum Holdings, Inc., pursuant to the merger agreement and separation and distribution agreement, each dated as of November 20, 2023, among, in each case, Jacobs Solutions, Inc., the Issuer, Amentum Parent Holdings LLC and Amentum JV (as amended). The purpose of this Form 4 is to report that the Reporting Persons no longer beneficially own any shares of the Issuer.
- (2) On December 17, 2024, Amentum JV made pro rata distributions-in-kind of all of the shares of the Issuer held by Amentum JV to each of its limited partners in accordance with the limited partnership agreement of Amentum JV. As a result, Amentum JV no longer holds, and each of the Reporting Persons no longer beneficially owns, any shares of the Issuer.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Amentum Joint Venture GP LLC				

C/O GOLDBERG LINDSAY & CO. LLC 630 FIFTH AVENUE, 30TH FLOOR NEW YORK, NY 10111	X	X		
Amentum Joint Venture LP C/O GOLDBERG LINDSAY & CO. LLC 630 FIFTH AVENUE, 30TH FLOOR NEW YORK, NY 10111	X	X		

Signatures

/s/ James C. Pickel, Jr., Authorized Signatory for Amentum Joint Venture GP LLC	12/19/2024
Signature of Reporting Person	Date
/s/ Eric Schondorf, Authorized Signatory for Amentum Joint Venture GP LLC	12/19/2024
Signature of Reporting Person	Date
/s/ James C. Pickel, Jr., Authorized Signatory for Amentum Joint Venture GP LLC, the general partner of Amentum Joint Venture LP	12/19/2024
Signature of Reporting Person	Date
/s/ Eric Schondorf, Authorized Signatory for Amentum Joint Venture GP LLC, the general partner of Amentum Joint Venture LP	12/19/2024
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.