

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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OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

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 * Amentum Joint Venture GP LLC (Last) (First) (Middle) C/O GOLDBERG LINDSAY & CO. LLC, 630 FIFTH AVENUE, 30TH FLOOR (Street) NEW YORK, NY 10111 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Amentum Holdings, Inc. [AMTM] 3. Date of Earliest Transaction (MM/DD/YYYY) 4/7/2025	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) 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
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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	4/7/2025		A ⁽²⁾		2,433,022	A	\$0 ⁽¹⁾	2,433,022 ⁽¹⁾	I	By Amentum Joint Venture LP ⁽¹⁾⁽²⁾

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				

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 in this Form 4 are 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).
- (2) Solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Reporting Persons may be deemed to be directors-by-deputization by virtue of the Reporting Persons' contractual right to nominate directors to the board of directors (the "Board") of the Issuer pursuant to the Stockholders' Agreement by and between Amentum JV and the Issuer, dated September 27, 2024, entered into in connection with the RMT Transaction. For purposes of the exemption under Rule 16b-3 promulgated under the Exchange Act, the Board approved the acquisition of any direct or indirect pecuniary interest of the shares of the Issuer reported herein by the Reporting Persons.

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

Signatures

/s/ James C. Pickel, Jr., Authorized Signatory for Amentum Joint Venture GP LLC	4/7/2025
Signature of Reporting Person	Date
/s/ Eric Schondorf, Authorized Signatory for Amentum Joint Venture GP LLC	4/7/2025
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	4/7/2025
Signature of Reporting Person	Date
/s/ Eric Schondorf, Authorized Signatory for Amentum Joint Venture GP LLC, the general partner of Amentum Joint Venture LP	4/7/2025
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.