

INITIAL STATEMENT OF 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 *<br><br><b>Amentum Joint Venture GP LLC</b>                   | 2. Date of Event Requiring Statement (MM/DD/YYYY)<br><br><b>9/27/2024</b>   | 3. Issuer Name and Ticker or Trading Symbol<br><br><b>Amentum Holdings, Inc. [AMTM]</b>   |
| (Last) (First) (Middle)<br><br><b>C/O GOLDBERG LINDSAY &amp; CO. LLC, 630 FIFTH AVENUE, 30TH FLOOR</b> | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |   |
| (Street)<br><br><b>NEW YORK, NY 10111</b><br><br>(City) (State) (Zip)                                  | 5. If Amendment, Date Original Filed(MM/DD/YYYY)  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 90,021,804  | 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. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
|  | Date Exercisable                                     | Expiration Date | Title   | Amount or Number of Shares |  |   |   |

Explanation of Responses:

- (1) This Form 3 is jointly filed by (i) Amentum Joint Venture GP LLC and (ii) Amentum Joint Venture LP. Amentum Joint Venture GP LLC is the general partner of Amentum Joint Venture LP and may be deemed to have indirect voting and investment control over the shares held by Amentum Joint Venture LP. The shares of the Issuer reported in this Form 3 are owned directly by Amentum Joint Venture LP as a result of the merger with Amazon Holdco Inc. in 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 Joint Venture LP, and as may be amended from time to time prior to the date hereof.
- (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 of the Issuer pursuant to the Stockholders' Agreement by and between Amentum Joint Venture LP 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 Securities reported herein by the Reporting Persons.

Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Amentum Joint Venture GP LLC<br>C/O GOLDBERG LINDSAY & CO. LLC<br>630 FIFTH AVENUE, 30TH FLOOR<br>NEW YORK, NY 10111 | X             | X         |         |       |
| Amentum Joint Venture LP   |               |           |         |       |

|  |   |   |  |  |
|--|---|---|--|--|
| C/O GOLDBERG LINDSAY & CO. LLC<br>630 FIFTH AVENUE, 30TH FLOOR<br>NEW YORK, NY 10111 | X | X |  |  |
|--|---|---|--|--|

Signatures

|  |           |
|--|-----------|
| /s/ James C. Pickel, Jr., Authorized Signatory for Amentum Joint Venture GP LLC  | 9/27/2024 |
| Signature of Reporting Person  | Date      |
| /s/ Eric Schondorf, Authorized Signatory for Amentum Joint Venture GP LLC  | 9/27/2024 |
| 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 | 9/27/2024 |
| Signature of Reporting Person  | Date      |
| /s/ Eric Schondorf, Authorized Signatory for Amentum Joint Venture GP LLC, the general partner of Amentum Joint Venture LP       | 9/27/2024 |
| 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 5(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.