

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
OMB Number: 3235-0287
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1. Name and Address of Reporting Person * Arnette Stephen A (Last) (First) (Middle) C/O AMENTUM HOLDINGS, INC., 4800 WESTFIELDS BOULEVARD, SUITE 400 (Street) CHANTILLY, VA 20151 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Amentum Holdings, Inc. [AMTM]	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) Chief Operating Officer
3. Date of Earliest Transaction (MM/DD/YYYY) 3/3/2025		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Common Stock	9/18/2024		J ⁽¹⁾	V	20,786	A		20,786	D	
Common Stock	3/3/2025		M		1,230	A		22,016	D	
Common Stock	3/3/2025		F		365 ⁽³⁾	D	\$19.64	21,651	D	
Common Stock	3/4/2025		M		521	A		22,172	D	
Common Stock	3/4/2025		F		152 ⁽³⁾	D	\$18.71	22,020	D	

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				
Restricted Stock Units	⁽⁴⁾	3/3/2025		M ⁽²⁾			1,230	⁽⁵⁾	⁽⁵⁾	Common Stock	1,230	\$0	2,808	D	
Restricted Stock Units	⁽⁴⁾	3/4/2025		M ⁽²⁾			521	⁽⁶⁾	⁽⁶⁾	Common Stock	521	\$0	0	D	

Explanation of Responses:

- (1) Represents securities received in a pro-rata distribution in-kind by Jacobs Solutions Inc. for no consideration.
- (2) Represents distribution of AMTM common stock upon vesting of restricted stock units.
- (3) Represents number of shares of AMTM common stock tendered for tax withholding upon vesting of restricted stock units.
- (4) Each restricted stock unit represents a contingent right to receive one share of AMTM common stock.
- (5) The restricted stock units awarded vested on March 3, 2025.
- (6) The restricted stock units awarded vested on March 4, 2025.

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

3/5/2025

--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.