

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Amentum Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

4800 Westfields Boulevard, Suite #400
Chantilly, VA
(Address of Principal Executive Offices)

99-0622272
(I.R.S. Employer
Identification No.)

20151
(Zip Code)

Amentum Holdings, Inc. 2024 Stock Incentive Plan
Amentum Holdings, Inc. Employee Stock Purchase Plan
(Full titles of the plans)

Stuart I. Young
Amentum Holdings, Inc.
4800 Westfields Boulevard, Suite #400
Chantilly, VA 20151
(Name and address of agent for service)

(703) 579-0410
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act ☐

EXPLANATORY NOTE

Amentum Holdings, Inc. (the “Company”) previously filed a Registration Statement on Form S-8 (the “Prior Registration Statement”) with the Securities and Exchange Commission (the “Commission”) on October 4, 2024 (File No. 333-282510), which is hereby incorporated by reference.

This Registration Statement on Form S-8 (this “Registration Statement”) is filed by the Company to register the following shares of its common stock, par value \$0.01 per share (“Common Stock”), as previously approved by the Company’s sole stockholder: (i) 1,311,589 shares of Common Stock issuable to eligible recipients under the Amentum Holdings, Inc. 2024 Stock Incentive Plan; and (ii) 211,567 shares of Common Stock issuable to eligible recipients under the Amentum Holdings, Inc. Employee Stock Purchase Plan.

Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement are incorporated by reference into this Registration Statement, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Exhibit Description
5.1*	Opinion of Cravath, Swaine & Moore LLP
23.1*	Consent of Cravath, Swaine & Moore LLP (contained in its opinion filed as Exhibit 5.1 hereto)
23.2*	Consent of Independent Registered Public Accounting Firm for Critical Mission Solutions and Cyber & Intelligence Businesses
23.3*	Consent of Independent Registered Public Accounting Firm for Amentum Parent Holdings LLC
24.1*	Power of Attorney (included on the signature page to this Registration Statement)
107*	Filing Fee Table

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 (the “Securities Act”), the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Chantilly, Commonwealth of Virginia, on this 8th day of November, 2024.

AMENTUM HOLDINGS, INC.

By: /s/ Paul W. Cobb, Jr.

Paul W. Cobb, Jr.

Secretary

SIGNATURES AND POWER OF ATTORNEY

Each of the undersigned officers and directors of Amentum Holdings, Inc. hereby severally constitutes and appoints Travis B. Johnson and Paul W. Cobb, Jr. and each of them acting alone, as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or such person's substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ John Heller</u> John Heller	Chief Executive Officer and Director (Principal Executive Officer)	November 8, 2024
<u>/s/ Travis B. Johnson</u> Travis B. Johnson	Chief Financial Officer and Chief Accounting Officer (Principal Financial Officer and Principal Accounting Officer)	November 8, 2024
<u>/s/ Steven J. Demetriou</u> Steven J. Demetriou	Executive Chair and Director	November 8, 2024
<u>/s/ General Vincent K. Brooks</u> General Vincent K. Brooks	Director	November 8, 2024
<u>/s/ Benjamin Dickson</u> Benjamin Dickson	Director	November 8, 2024
<u>/s/ General Ralph E. Eberhart</u> General Ralph E. Eberhart	Director	November 8, 2024
<u>/s/ Alan E. Goldberg</u> Alan E. Goldberg	Director	November 8, 2024
<u>/s/ Leslie Ireland</u> Leslie Ireland	Director	November 8, 2024
<u>/s/ Barbara L. Loughran</u> Barbara L. Loughran	Director	November 8, 2024
<u>/s/ Sandra E. Rowland</u> Sandra E. Rowland	Director	November 8, 2024
<u>/s/ Christopher M.T. Thompson</u> Christopher M.T. Thompson	Director	November 8, 2024
<u>/s/ Russell Triedman</u> Russell Triedman	Director	November 8, 2024
<u>/s/ John Vollmer</u> John Vollmer	Director	November 8, 2024
<u>/s/ Connor Wentzell</u> Connor Wentzell	Director	November 8, 2024



November 8, 2024

Amentum Holdings, Inc.

Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Amentum Holdings, Inc., a Delaware corporation (the "Company"), in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the registration of (i) 1,311,589 shares (the "Equity Plan Shares") of the Company's common stock, par value \$0.01 per share ("Common Stock"), issuable pursuant to the Amentum Holdings, Inc. 2024 Stock Incentive Plan (the "Equity Plan") and (ii) 211,567 shares (the "ESPP Shares" and, together with the Equity Plan Shares, the "Shares") of the Company's Common Stock issuable pursuant to the Amentum Holdings, Inc. Employee Stock Purchase Plan (the "ESPP" and, together with the Equity Plan, the "Stock Plans").

In that connection, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate for the purposes of this opinion, including, without limitation: (a) the Amended and Restated Certificate of Incorporation of the Company; (b) the Amended and Restated Bylaws of the Company; (c) certain resolutions adopted by the Board of Directors of the Company; (d) the written consent of the former sole stockholder of the Company; and (e) the Stock Plans.

In rendering our opinion, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based on the foregoing and in reliance thereon, and subject to compliance with applicable state securities laws, we are of opinion that the Shares when, and if, issued pursuant to the terms of the applicable Stock Plan, will be validly issued, fully paid and non-assessable.

We are admitted to practice in the State of New York, and we express no opinion as to matters governed by any laws other than the laws of the State of New York, the General Corporation Law of the State of Delaware and the Federal laws of the United States of America. The reference and limitation to "General Corporation Law of the State of Delaware" includes the statutory provisions and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws.

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CRAVATH, SWAINE & MOORE LLP

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Cravath, Swaine & Moore LLP

Cravath, Swaine & Moore LLP

Amentum Holdings, Inc.
4800 Westfields Boulevard, Suite #400
Chantilly, VA 20151

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Consent of Independent Registered Public Accounting Firm for Critical Mission Solutions and Cyber & Intelligence Businesses

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2024 Stock Incentive Plan and Employee Stock Purchase Plan of Amentum Holdings, Inc. of our report dated March 7, 2024, with respect to the combined financial statements of Critical Mission Solutions and Cyber & Intelligence Businesses of Jacobs Solutions Inc. (SpinCo) as of September 29, 2023 and for three years then ended included in the Amentum Holdings, Inc. Registration Statement on Form 10 (File No. 001-42176) filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Dallas, Texas
November 8, 2024

Consent of Independent Registered Public Accounting Firm for Amentum Parent Holdings LLC

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the 2024 Stock Incentive Plan and the Employee Stock Purchase Plan of Amentum Holdings, Inc. of our report dated January 5, 2024, with respect to the consolidated financial statements of Amentum Parent Holdings LLC included in the Amentum Holdings, Inc. Registration Statement on Form 10 (File No. 001-42176) filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Tysons, Virginia
November 8, 2024

CALCULATION OF FILING FEE TABLE

FORM S-8
(Form Type)Amentum Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)**Table 1: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽³⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share (“Common Stock”) ⁽¹⁾	Other	1,311,589	\$29.85 ⁽⁴⁾	\$39,150,931.65	0.0001531	\$5,994.01
Equity	Common Stock ⁽²⁾	Other	211,567	\$29.85 ⁽⁵⁾	\$6,315,274.95	0.0001531	\$966.87
Total Offering Amounts					\$45,466,206.60		\$6,960.88
Total Fee Offsets							—
Net Fee Due							\$6,960.88

- (1) Consists of 1,311,589 shares of Common Stock reserved for issuance under the Amentum Holdings, Inc. 2024 Stock Incentive Plan.
- (2) Consists of 211,567 shares of Common Stock reserved for issuance under the Amentum Holdings, Inc. Employee Stock Purchase Plan.
- (3) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers such indeterminable number of additional shares of Common Stock as may become issuable to prevent dilution in the event of stock splits, stock dividends or similar transactions.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low prices of shares of Common Stock on the trading market as reported on the New York Stock Exchange on November 5, 2024.
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low prices of shares of Common Stock on the trading market as reported on the New York Stock Exchange on November 5, 2024.