
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

AMENTUM HOLDINGS, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

023939101

(CUSIP Number)

James C. Pickel, Jr.
630 Fifth Avenue, 30th Floor
New York, NY, 10111
(212) 651-1100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

12/17/2024

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 023939101

1	Name of reporting person Alan E. Goldberg
	Check the appropriate box if a member of a Group (See Instructions)

2	<input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)								
3	SEC use only								
4	Source of funds (See Instructions) OO								
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>								
6	Citizenship or place of organization UNITED STATES								
Number of Shares Beneficially Owned by Each Reporting Person With:	<table border="1"> <tr> <td>7</td> <td>Sole Voting Power: 0.00</td> </tr> <tr> <td>8</td> <td>Shared Voting Power: 43,893,904.00</td> </tr> <tr> <td>9</td> <td>Sole Dispositive Power: 0.00</td> </tr> <tr> <td>10</td> <td>Shared Dispositive Power: 43,893,904.00</td> </tr> </table>	7	Sole Voting Power: 0.00	8	Shared Voting Power: 43,893,904.00	9	Sole Dispositive Power: 0.00	10	Shared Dispositive Power: 43,893,904.00
7	Sole Voting Power: 0.00								
8	Shared Voting Power: 43,893,904.00								
9	Sole Dispositive Power: 0.00								
10	Shared Dispositive Power: 43,893,904.00								
11	Aggregate amount beneficially owned by each reporting person 43,893,904.00								
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>								
13	Percent of class represented by amount in Row (11) 18.0 %								
14	Type of Reporting Person (See Instructions) IN								

SCHEDULE 13D

CUSIP No. 023939101

1	Name of reporting person Goldberg 2014 LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

	<input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 43,893,904.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 43,893,904.00
11	Aggregate amount beneficially owned by each reporting person 43,893,904.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 18.0 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No. 023939101

1	Name of reporting person Goldberg 2020 LLC	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 43,893,904.00
	9	Sole Dispositive Power: 0.00

Person With:	10	Shared Dispositive Power: 43,893,904.00
11	Aggregate amount beneficially owned by each reporting person 43,893,904.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 18.0 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No. 023939101

1	Name of reporting person LG GP Holding IV LLC	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 43,893,904.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 43,893,904.00
11	Aggregate amount beneficially owned by each reporting person 43,893,904.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
	Percent of class represented by amount in Row (11)	

13	18.0 %
14	Type of Reporting Person (See Instructions) OO

SCHEDULE 13D

CUSIP No. 023939101

1	Name of reporting person LG GP Holding V LLC	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 43,893,904.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 43,893,904.00
11	Aggregate amount beneficially owned by each reporting person 43,893,904.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 18.0 %	
14	Type of Reporting Person (See Instructions) OO	

1	Name of reporting person <div>Lindsay Goldberg GP IV LLC</div>	
2	Check the appropriate box if a member of a Group (See Instructions) <div><input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)</div>	
3	SEC use only	
4	Source of funds (See Instructions) <div>OO</div>	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <div><input type="checkbox"/></div>	
6	Citizenship or place of organization <div>DELAWARE</div>	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 43,893,904.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 43,893,904.00
11	Aggregate amount beneficially owned by each reporting person <div>43,893,904.00</div>	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <div><input type="checkbox"/></div>	
13	Percent of class represented by amount in Row (11) <div>18.0 %</div>	
14	Type of Reporting Person (See Instructions) <div>OO</div>	

SCHEDULE 13D

1	Name of reporting person <div>Lindsay Goldberg GP V LLC</div>	
2	Check the appropriate box if a member of a Group (See Instructions) <div><input type="checkbox"/> (a)</div>	

	<input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	7 Sole Voting Power: 0.00
	8 Shared Voting Power: 43,893,904.00
	9 Sole Dispositive Power: 0.00
	10 Shared Dispositive Power: 43,893,904.00
11	Aggregate amount beneficially owned by each reporting person 43,893,904.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 18.0 %
14	Type of Reporting Person (See Instructions) OO

SCHEDULE 13D

CUSIP No. 023939101

1	Name of reporting person Lindsay Goldberg IV L.P.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>

6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 43,893,904.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 43,893,904.00
11	Aggregate amount beneficially owned by each reporting person 43,893,904.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 18.0 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No. 023939101

1	Name of reporting person Lindsay Goldberg IV - A L.P.	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 43,893,904.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 43,893,904.00

11	Aggregate amount beneficially owned by each reporting person 43,893,904.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 18.0 %
14	Type of Reporting Person (See Instructions) PN

SCHEDULE 13D

CUSIP No. 023939101

1	Name of reporting person Lindsay Goldberg IV - PCF L.P.	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 43,893,904.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 43,893,904.00
11	Aggregate amount beneficially owned by each reporting person 43,893,904.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 18.0 %	

14	Type of Reporting Person (See Instructions) PN
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SCHEDULE 13D

CUSIP No. 023939101

1	Name of reporting person Lindsay Goldberg Co-Inv. IV L.P.	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 43,893,904.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 43,893,904.00
11	Aggregate amount beneficially owned by each reporting person 43,893,904.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 18.0 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No. 023939101

1	Name of reporting person Lindsay Goldberg Employee Co-Inv. IV L.P.	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 43,893,904.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 43,893,904.00
11	Aggregate amount beneficially owned by each reporting person 43,893,904.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 18.0 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No. 023939101

1	Name of reporting person LG Co-Inv. A L.P.	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	SEC use only	

4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization CAYMAN ISLANDS	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 43,893,904.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 43,893,904.00
11	Aggregate amount beneficially owned by each reporting person 43,893,904.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 18.0 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No. 023939101

1	Name of reporting person Lindsay Goldberg V L.P.	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 43,893,904.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 43,893,904.00
11	Aggregate amount beneficially owned by each reporting person 43,893,904.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 18.0 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No. 023939101

1	Name of reporting person Lindsay Goldberg Maverick Co-Inv. L.P.	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 43,893,904.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 43,893,904.00
11	Aggregate amount beneficially owned by each reporting person 43,893,904.00	

12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 18.0 %
14	Type of Reporting Person (See Instructions) PN

SCHEDULE 13D

CUSIP No. 023939101

1	Name of reporting person LG Amentum Holdings GP LLC	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 43,893,904.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 43,893,904.00
11	Aggregate amount beneficially owned by each reporting person 43,893,904.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 18.0 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No. 023939101

1	Name of reporting person LG Amentum Holdings LP	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 43,893,904.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 43,893,904.00
11	Aggregate amount beneficially owned by each reporting person 43,893,904.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 18.0 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, par value \$0.01 per share

(b) Name of Issuer:

AMENTUM HOLDINGS, INC.

(c) Address of Issuer's Principal Executive Offices:

4800 Westfields Blvd., Suite #400, Chantilly, VIRGINIA , 20151.

Item 1 Comment: This statement on Schedule 13D (this "Schedule 13D") relates to the common stock, par value \$0.01 per share (each, a "Common Share"), of Amentum Holdings, Inc., a Delaware corporation (the "Issuer"). The Issuer's principal executive offices are located at 4800 Westfields Blvd., Suite #400, Chantilly, Virginia 20151.

Item 2. Identity and Background

- (a)** (a) This Schedule 13D is being filed jointly by
- (i) Alan E. Goldberg, a citizen of the United States,
 - (ii) Goldberg 2014 LLC, a Delaware limited liability company,
 - (iii) Goldberg 2020 LLC, a Delaware limited liability company,
 - (iv) LG GP Holding IV LLC, a Delaware limited liability company,
 - (v) LG GP Holding V LLC, a Delaware limited liability company,
 - (vi) Lindsay Goldberg GP IV LLC, a Delaware limited liability company (together with LG GP Holding IV LLC, the "LG Fund IV GPs"),
 - (vii) Lindsay Goldberg GP V LLC, a Delaware limited liability company (together with LG GP Holding V LLC, the "LG Fund V GPs"),
 - (viii) Lindsay Goldberg IV L.P., a Delaware limited partnership,
 - (ix) Lindsay Goldberg IV - A L.P., a Delaware limited partnership,
 - (x) Lindsay Goldberg IV - PCF L.P., a Delaware limited partnership,
 - (xi) Lindsay Goldberg Co-Inv. IV L.P., a Delaware limited partnership,
 - (xii) Lindsay Goldberg Employee Co-Inv. IV L.P., a Delaware limited partnership (the limited partnerships enumerated in clauses (viii) through (xii), the "LG Fund IV Partnerships" and, together with the LG Fund IV GPs, the "LG Fund IV Entities"),
 - (xiii) LG Co-Inv. A L.P., a Cayman Islands exempted limited partnership,
 - (xiv) Lindsay Goldberg V L.P., a Delaware limited partnership,
 - (xv) Lindsay Goldberg Maverick Co-Inv. L.P., a Delaware limited partnership (the limited partnerships enumerated in clauses (xiv) and (xv), the "LG Fund V Partnerships" and, together with the LG Fund V GPs, the "LG Fund V Entities"),
 - (xvi) LG Amentum Holdings GP LLC, a Delaware limited liability company, and
 - (xvii) LG Amentum Holdings LP, a Delaware limited partnership (each of the foregoing, a "Reporting Person").
- (b)** (b) The business address of each of the Reporting Persons is c/o Lindsay Goldberg LLC, 630 Fifth Avenue, 30th Floor, New York, New York 10111.
- (c)** (c) The principal occupation of Mr. Goldberg is co-founder and chief executive officer of Goldberg Lindsay & Co. LLC. The principal business of each of the other Reporting Persons is investing.
- (d)** (d)-(e) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, U.S. federal or state securities laws, or a finding of any violation of U.S. federal or state securities laws.
- (e)** (d)-(e) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, U.S. federal or state securities laws, or a finding of any violation of U.S. federal or state securities laws.
- (f)** (f) See Item 2(a) above.

Item 3. Source and Amount of Funds or Other Consideration

On September 27, 2024 (the "Merger Closing Date"), pursuant to the Agreement and Plan of Merger, dated as of November 20, 2023 and as amended on August 26, 2024 (such amendment, the "Merger Agreement Amendment" and such Agreement and Plan of Merger as so amended, the "Merger Agreement"), by and among the Issuer (f/k/a Amazon Holdco Inc.), Jacobs Solutions Inc., a Delaware corporation ("Jacobs"), Amentum Joint Venture LP, a Delaware limited partnership ("Amentum JV") of which LG Amentum Holdings LP is a limited partner, and Amentum Parent Holdings LLC, a Delaware limited liability company and formerly a direct wholly owned subsidiary of Amentum JV ("Merger Partner" and together with the Issuer, Jacobs and Amentum JV, the "Merger Agreement Parties"), Merger Partner merged with and into the Issuer (the "Merger"), with the Issuer surviving. As a result of and as consideration for the Merger, Amentum JV received 90,021,804 Common Shares (the "Merger Consideration Shares"), representing 37.0% of the issued and outstanding Common Shares as of immediately after the effective time of the Merger.

On December 17, 2024, Amentum JV made pro rata distributions-in-kind of the Merger Consideration Shares (the "JV Distribution") to each limited partner of Amentum JV in accordance with its limited partnership agreement, including to each of Amentum Holdings LP and ASP Amentum Investco LP, a Delaware limited partnership. As a result of the JV Distribution, LG Amentum Holdings LP received 43,893,904 Common Shares in the aggregate and ASP Amentum Investco LP received 43,893,904 Common Shares in the aggregate.

Item 4. Purpose of Transaction

The information set forth or incorporated by reference in Items 3, 5 and 6 is hereby incorporated by reference in this Item 4.

Director Nominees

Mr. Goldberg, the co-founder and chief executive officer of Goldberg Lindsay & Co. LLC, an affiliate of the Reporting Persons, and Russell Triedman, a managing partner of Goldberg Lindsay & Co. LLC, are nominees of the Sponsor Stockholders (as defined below) to the Issuer's board of directors (the "Board") pursuant to the Stockholders Agreement (as defined below). Benjamin Dickson, a managing director of American Securities LLC, an affiliate of AS (as defined below), and Connor Wentzell, a principal of American Securities LLC, are also nominees of the Sponsor Stockholders on the Board pursuant to the Stockholders Agreement.

General

The Reporting Persons acquired the securities in the JV Distribution as described in Item 3 above. The Reporting Persons intend to review their investments in the Issuer on a continuing basis. Any actions the Reporting Persons might undertake will be dependent upon the Reporting Persons' review of numerous factors, including, but not limited to: an ongoing evaluation of the Issuer's business, financial condition, operations and prospects; price levels of the Issuer's securities; general market, industry and economic conditions; the relative attractiveness of alternative business and investment opportunities; and other future developments.

Subject to the terms of the Stockholders Agreement, the Reporting Persons may acquire additional securities of the Issuer, or retain or sell all or a portion of the securities then held, in the open market or in privately negotiated transactions. In addition, the Reporting Persons, including Mr. Goldberg in his position as a director of the Issuer and the other nominees of the Sponsor Stockholders on the Board, may engage in discussions with management, the Board, and other securityholders of the Issuer and other relevant parties or encourage, cause or seek to cause the Issuer or such persons to consider or explore extraordinary corporate transactions, such as: a merger, reorganization or take-private transaction that could result in the de-listing or de-registration of the Common Stock; security offerings and/or stock repurchases by the Issuer; sales or acquisitions of assets or businesses; changes to the capitalization or dividend policy of the Issuer; or other material changes to the Issuer's business or corporate structure, including changes in management or the composition of the Board.

To facilitate their consideration of such matters, the Reporting Persons may retain consultants and advisors and may enter into discussions with potential sources of capital and other third parties. The Reporting Persons may exchange information with any such persons pursuant to appropriate confidentiality or similar agreements. The Reporting Persons will likely take some or all of the foregoing steps at preliminary stages in their consideration of various possible courses of action before forming any intention to pursue any particular plan or direction.

Other than as described above, the Reporting Persons do not currently have any plans or proposals that relate to, or would result in, any of the matters listed in Items 4(a)-(j) of Schedule 13D, although, depending on the factors discussed herein, the Reporting Persons may change their purpose or formulate different plans or proposals with respect thereto at any time.

Item 5. Interest in Securities of the Issuer

- (a) (a) The information set forth on the cover pages of this Schedule 13D is hereby incorporated by reference in this Item 5(a) and (b).

As of the date hereof, the Reporting Persons may be deemed to beneficially own 43,893,904 Common Shares held by LG Amentum Holdings LP, representing 18.0% of the outstanding Common Shares, based on 243,302,257 Common Shares outstanding as of December 6, 2024, as reported in the Issuer's Annual Report on Form 10-K, as filed with the Securities and Exchange Commission on December 17, 2024.

Mr. Goldberg is the Managing Member of Goldberg 2014 LLC and the Manager of Goldberg 2020 LLC. Goldberg 2014 LLC is the Active Member (and thereby, the manager) of LG GP Holding IV LLC, which is the managing member of Lindsay Goldberg GP IV LLC, which is the general partner of each of the LG Fund IV Partnerships. Goldberg 2020 LLC is the Manager of LG GP Holding V LLC, which is the managing member of Lindsay Goldberg GP V LLC, which is the general partner of each of the LG Fund V Partnerships. Each of Lindsay Goldberg GP IV LLC and Lindsay Goldberg GP V LLC are the general partners of LG Co-Inv. A LP. Each of the LG Fund IV Partnerships, the LG Fund V Partnerships and LG Co-Inv. A LP are members of LG Amentum Holdings GP LLC, which is the general partner of LG Amentum Holdings LP. Each of the Reporting Persons other than LG Amentum Holdings LP may be deemed to share beneficial ownership of the Common Shares directly held by LG Amentum Holdings LP.

As a result of certain provisions of the Stockholders Agreement and the Shared Rights Agreement (as defined below) pertaining to the holding, voting and disposing of Common Shares as described in Item 6 below, the Reporting Persons may be deemed to share beneficial ownership of the securities owned by AS. The beneficial ownership reported in this Schedule 13D for the Reporting Persons does not include any Common Shares beneficially owned by AS. The Reporting Persons understand that, as required, AS is separately filing a Schedule 13D to report ownership of such securities.

- (b) (b) See Item 5(a) above.
- (c) (c) Other than as described in Item 3 above, none of the Reporting Persons have effected any transactions in Common Shares during the past 60 days.
- (d) (d) None.
- (e) (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Merger Agreement

On November 20, 2023, the Merger Agreement Parties entered into the Merger Agreement. On the Merger Closing Date, pursuant to the Merger Agreement, Merger Partner merged with and into the Issuer, with the Issuer surviving. Immediately after the effective time of the Merger, Jacobs' shareholders owned 51.0%, Jacobs owned 7.5% and Amentum JV owned 37.0% of the issued and outstanding Common Shares. An additional 10,948,598 Common Shares (the "Additional Merger Consideration Shares"), representing 4.5% of the issued and outstanding Common Shares, were placed in escrow, all or a portion of which may be released and delivered in the future to Amentum JV, depending on the fiscal year 2024 Aggregate Operating Profit (as defined in the Merger Agreement) of Jacobs' Critical Mission Solutions and Cyber & Intelligence government services businesses, which businesses were combined with Merger

Partner pursuant to the Merger. Pursuant to the Merger Agreement, the Aggregate Operating Profit and any Additional Merger Consideration Shares released to Amentum JV will be determined based on Jacobs' Annual Report on Form 10-K for fiscal year 2024, which was filed with the Securities and Exchange Commission on November 25, 2024. The number of Additional Merger Consideration Shares to be released to Amentum JV (if any) has not yet been finally determined.

The foregoing description of the Merger Agreement is not complete and is qualified in its entirety by reference to the Merger Agreement and the Merger Agreement Amendment, which are filed as Exhibits 99.2 and 99.3, respectively, hereto.

Stockholders Agreement

In connection with the Merger, on the Merger Closing Date, Amentum JV and the Issuer entered into a stockholders agreement (the "Stockholders Agreement") and, on December 17, 2024, LG Amentum Holdings LP executed and delivered a joinder agreement thereto. The Stockholders Agreement contains provisions relating to, among other things, the composition of the Board, certain other corporate governance matters, certain voting agreements, transfer restrictions, standstill restrictions, registration rights and information rights.

Under the Stockholders Agreement, Amentum JV and any Sponsor Transferees (as defined in the Stockholders Agreement) that become party to the Stockholders Agreement (each, a "Sponsor Stockholder" and together, the "Sponsor Stockholders"), including LG Amentum Holdings LP and ASP Amentum Investco LP, have a right to nominate a specified number of directors for election to the Board, depending on the number of Common Shares beneficially owned, in the aggregate, by the Sponsor Stockholders. Specifically, if the Sponsor Stockholders beneficially own, in the aggregate, at least 25.1% of the issued and outstanding Common Shares, the Sponsor Stockholders are entitled to nominate to stand for election five individuals (two of whom must qualify as independent) to a 13-member Board. If the Sponsor Stockholders beneficially own, in the aggregate, at least 15% but less than 25.1% of the issued and outstanding Common Shares, the Sponsor Stockholders are entitled to nominate three individuals (none of whom need qualify as independent) to a 13-member Board. If the Sponsor Stockholders beneficially own, in the aggregate, at least 5% but less than 15% of the issued and outstanding Common Shares, the Sponsor Stockholders are entitled to nominate one individual to a 13-member Board. If the Board consists of a number of directors other than 13, then the number of individuals the Sponsor Stockholders are entitled to nominate, if any, will be adjusted to be 5/12ths of the number of directors constituting the Board at any time the Sponsor Stockholders beneficially own, in the aggregate, at least 25.1% of the issued and outstanding Common Shares, 1/4th of the number of directors constituting the Board at any time the Sponsor Stockholders beneficially own, in the aggregate, at least 15% but less than 25.1% of the issued and outstanding Common Shares or 1/12th of the number of directors constituting the Board at any time the Sponsor Stockholders beneficially own, in the aggregate, at least 5% but less than 15% of the issued and outstanding Common Shares, in each case, rounded down to the nearest whole number, provided that, prior to the date on which the Sponsor Stockholders no longer own, in the aggregate, at least 5% of the issued and outstanding shares of Common Shares (the "Fallaway Date"), if rounding down would otherwise result in the Sponsor Stockholders being entitled to nominate a total of zero director nominees on the Board, such adjustment will instead be rounded up to one director nominee. From and after the Fallaway Date, the Sponsor Stockholders will no longer be entitled to nominate any individuals to the Board.

Under the Stockholders Agreement, until the later of (a) the second anniversary of the Merger Closing Date and (b) the date on which the Sponsor Stockholders cease to beneficially own, in the aggregate, a number of Common Shares representing at least 25.1% of the issued and outstanding Common Shares, the removal or appointment of the Chief Executive Officer of the Issuer requires the affirmative vote of at least two thirds of the Board excluding the Chief Executive Officer and any other recused directors. Further, prior to the first anniversary of the Merger Closing Date (or, in the case of the Chair (or Executive Chair) of the Board, prior to the second anniversary of the Merger Closing Date), the Sponsor Stockholders have agreed to vote their shares in favor of any director nominees nominated by Jacobs and shall not vote their shares in favor of the removal of any director nominated by Jacobs, other than for cause.

Under the Stockholders Agreement, until the first anniversary of the Merger Closing Date, the Sponsor Stockholders may not transfer any Common Shares owned by the Sponsor Stockholders (collectively, and subject to customary exceptions, the "registrable securities"), except to any equityholder of Amentum JV who is a current or former member of management of Merger Partner or any of its subsidiaries, to certain affiliates of Amentum JV in connection with the disposal by Amentum JV of substantially all registrable securities or to any person in a transaction approved by a majority of the Board of Directors (including at least one initial director proposed by Jacobs).

Pursuant to the Stockholders Agreement, the Sponsor Stockholders are subject to certain customary standstill restrictions, including certain restrictions on, among other things, acquiring Common Shares, engaging in solicitations of stockholders of the Issuer and nominating candidates for election to the Board (except in accordance with the Stockholders Agreement), until the earlier of (a) the date the Sponsor Stockholders are no longer entitled to nominate an individual for election to the Board and (b) the occurrence of certain change of control events involving the Issuer (such earlier time, the "Standstill Termination"); provided that notwithstanding the general Standstill Termination, the standstill restriction on acquiring or seeking to acquire additional Common Shares or other voting securities of the Issuer will terminate on the day after the second anniversary of the Merger Closing Date.

The Stockholders Agreement also provides the Sponsor Stockholders, subject to certain conditions and limitations, certain demand registration rights, shelf registration rights and piggyback registration rights with respect to registrable securities.

The Stockholders Agreement sets forth certain information rights granted to the Sponsor Stockholders.

The foregoing description of the Stockholders Agreement is not complete and is qualified in its entirety by reference to the Stockholders Agreement, which is filed as Exhibit 99.4 hereto.

Shared Rights Agreement

On the Merger Closing Date, LG Amentum Holdings LP and ASP Amentum Investco LP, each of which is a limited partner of Amentum JV and each of which received Common Shares pursuant to the JV Distribution, entered into a shared rights agreement (the "Shared Rights Agreement"), which became effective as of the date of the JV Distribution and sets forth certain agreements with respect to the joint exercise of the rights of the Sponsor Stockholders under the Stockholders Agreement.

Under the Shared Rights Agreement, each of LG Amentum Holdings LP, together with its Affiliated Transferees (as defined in the Shared Rights Agreement) (collectively, "LG"), and ASP Amentum Investco LP, together with its Affiliated Transferees (collectively, "AS" and together with LG, the "Sponsors"), has a right to select a specified number of the Sponsor Stockholder's nominees for election to the Board, depending on the number of Common Shares collectively beneficially owned, in the aggregate, by the Sponsors and the number of Common Shares directly held, in the aggregate, by each Sponsor.

Pursuant to the Shared Rights Agreement, prior to the first anniversary date of the Merger Closing Date, with respect to any election of directors to the Board, LG and AS shall vote as a single bloc in favor of the election of each director nominee selected by either LG or AS and, with respect to any other matter, the Sponsors shall vote as a single bloc for or against such matter as determined by mutual agreement. On and after the first anniversary date of the Merger Closing Date, for so long as the Sponsors collectively beneficially own, in the aggregate, a number of Common Shares representing at least 5% of the issued and outstanding Common Shares, the Sponsors shall vote as a single bloc in favor of the election of each director nominee nominated by either LG or AS.

In addition to the above, the Shared Rights Agreement contains provisions relating to, among other things, the selection of the Sponsor Stockholder nominees for membership of the committees of the Board, as the Lead Independent Director and as the chair of the Nominating and Governance Committee, in each case pursuant to the Stockholders Agreement, and the exercise of the registration rights under the Stockholders Agreement.

Item 7. Material to be Filed as Exhibits.

99.1 Joint Filing Agreement, dated as of December 23, 2024, by and among the Reporting Persons

99.2 Power of Attorney

99.3 Agreement and Plan of Merger, dated November 20, 2023, by and among Jacobs Solutions Inc., Amazon Holdco Inc., Amentum Parent Holdings LLC and Amentum Joint Venture LP (incorporated by reference to Exhibit 2.1 to the Registration Statement on Form 10 filed with the Securities and Exchange Commission by the Issuer on July 15, 2024, as subsequently amended)

99.4 Amendment to Agreement and Plan of Merger, dated August 26, 2024, by and among Jacobs Solutions Inc., Amazon Holdco Inc., Amentum Parent Holdings LLC and Amentum Joint Venture LP (incorporated by reference to Exhibit 2.2 to the Registration Statement on Form 10 filed with the Securities and Exchange Commission by the Issuer on July 15, 2024, as subsequently amended)

99.5 Stockholders Agreement, dated September 27, 2024, by and between Amentum Holdings, Inc. and Amentum Joint Venture LP (incorporated by reference to Exhibit 10.6 to the Current Report on Form 8-K filed with the Securities and Exchange Commission by the Issuer on October 3, 2024)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Alan E. Goldberg

Signature: /s/ James C. Pickel, Jr.
Name/Title: James C. Pickel, Jr., Attorney-in-Fact
Date: 12/23/2024

Goldberg 2014 LLC

Signature: /s/ James C. Pickel, Jr.
Name/Title: James C. Pickel, Jr. Vice President
Date: 12/23/2024

Goldberg 2020 LLC

Signature: /s/ James C. Pickel, Jr.
Name/Title: James C. Pickel, Jr. Vice President
Date: 12/23/2024

LG GP Holding IV LLC

Signature: /s/ James C. Pickel, Jr.
Name/Title: James C. Pickel, Jr. Vice President
Date: 12/23/2024

LG GP Holding V LLC

Signature: /s/ James C. Pickel, Jr.
Name/Title: James C. Pickel, Jr. Vice President
Date: 12/23/2024

Lindsay Goldberg GP IV LLC

Signature: /s/ James C. Pickel, Jr.

Name/Title: James C. Pickel, Jr. Vice President
Date: 12/23/2024

Lindsay Goldberg GP V LLC

Signature: /s/ James C. Pickel, Jr.
Name/Title: James C. Pickel, Jr. Vice President
Date: 12/23/2024

Lindsay Goldberg IV L.P.

Signature: /s/ James C. Pickel, Jr.
Name/Title: Lindsay Goldberg GP IV LLC, its General Partner,
By: James C. Pickel, Jr. Vice President
Date: 12/23/2024

Lindsay Goldberg IV - A L.P.

Signature: /s/ James C. Pickel, Jr.
Name/Title: Lindsay Goldberg GP IV LLC, its General Partner,
By: James C. Pickel, Jr. Vice President
Date: 12/23/2024

Lindsay Goldberg IV - PCF L.P.

Signature: /s/ James C. Pickel, Jr.
Name/Title: Lindsay Goldberg GP IV LLC, its General Partner,
By: James C. Pickel, Jr. Vice President
Date: 12/23/2024

Lindsay Goldberg Co-Inv. IV L.P.

Signature: /s/ James C. Pickel, Jr.
Name/Title: Lindsay Goldberg GP IV LLC, its General Partner,
By: James C. Pickel, Jr. Vice President
Date: 12/23/2024

Lindsay Goldberg Employee Co-Inv. IV L.P.

Signature: /s/ James C. Pickel, Jr.
Name/Title: Lindsay Goldberg GP IV LLC, its General Partner,
By: James C. Pickel, Jr. Vice President
Date: 12/23/2024

LG Co-Inv. A L.P.

Signature: /s/ James C. Pickel, Jr.
Name/Title: Lindsay Goldberg GP IV LLC, its General Partner,
By: James C. Pickel, Jr. Vice President
Date: 12/23/2024

Signature: /s/ James C. Pickel, Jr.
Name/Title: Lindsay Goldberg GP V LLC, its General Partner,
By: James C. Pickel, Jr. Vice President
Date: 12/23/2024

Lindsay Goldberg V L.P.

Signature: /s/ James C. Pickel, Jr.
Name/Title: Lindsay Goldberg GP V LLC, its General Partner,
By: James C. Pickel, Jr. Vice President
Date: 12/23/2024

Lindsay Goldberg Maverick Co-Inv. L.P.

Signature: /s/ James C. Pickel, Jr.

Name/Title: Lindsay Goldberg GP V LLC, its General Partner,
By: James C. Pickel, Jr. Vice President

Date: 12/23/2024

LG Amentum Holdings GP LLC

Signature: /s/ James C. Pickel, Jr.

Name/Title: James C. Pickel, Jr. Vice President

Date: 12/23/2024

LG Amentum Holdings LP

Signature: /s/ James C. Pickel, Jr.

Name/Title: LG Amentum Holdings GP LLC, its General
Partner, By: James C. Pickel, Jr. Vice President

Date: 12/23/2024

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that they are jointly filing this statement on Schedule 13D. Each of them is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of December 23, 2024.

ALAN E. GOLDBERG

By: James C. Pickel, Jr, Attorney-in-Fact

/s/ James C. Pickel, Jr.

GOLDBERG 2014 LLC

By: /s/ James C. Pickel, Jr.

Name: James C. Pickel, Jr.

Title: Vice President

GOLDBERG 2020 LLC

By: /s/ James C. Pickel, Jr.

Name: James C. Pickel, Jr.

Title: Vice President

LG GP HOLDING IV LLC

By: /s/ James C. Pickel, Jr.

Name: James C. Pickel, Jr.

Title: Vice President

LG GP HOLDING V LLC

By: /s/ James C. Pickel, Jr.

Name: James C. Pickel, Jr.
Title: Vice President

LINDSAY GOLDBERG GP IV LLC

By: /s/ James C. Pickel, Jr.

Name: James C. Pickel, Jr.
Title: Vice President

LINDSAY GOLDBERG GP V LLC

By: /s/ James C. Pickel, Jr.

Name: James C. Pickel, Jr.
Title: Vice President

LINDSAY GOLDBERG IV L.P.

By: Lindsay Goldberg GP IV LLC, its General Partner

By: /s/ James C. Pickel, Jr.

Name: James C. Pickel, Jr.
Title: Vice President

LINDSAY GOLDBERG IV - A L.P.

By: Lindsay Goldberg GP IV LLC, its General Partner

By: /s/ James C. Pickel, Jr.

Name: James C. Pickel, Jr.
Title: Vice President

LINDSAY GOLDBERG IV - PCF L.P.

By: Lindsay Goldberg GP IV LLC, its General Partner

By: /s/ James C. Pickel, Jr.

Name: James C. Pickel, Jr.

Title: Vice President

LINDSAY GOLDBERG CO-INV. IV L.P.

By: Lindsay Goldberg GP IV LLC, its General Partner

By: /s/ James C. Pickel, Jr.

Name: James C. Pickel, Jr.

Title: Vice President

LINDSAY GOLDBERG EMPLOYEE CO-INV. IV L.P.

By: Lindsay Goldberg GP IV LLC, its General Partner

By: /s/ James C. Pickel, Jr.

Name: James C. Pickel, Jr.

Title: Vice President

LG CO-INV. A L.P.

By: Lindsay Goldberg GP IV LLC, its General Partner

By: /s/ James C. Pickel, Jr.

Name: James C. Pickel, Jr.

Title: Vice President

And By: Lindsay Goldberg GP V LLC, its General Partner

By: /s/ James C. Pickel, Jr.

Name: James C. Pickel, Jr.

Title: Vice President

LINDSAY GOLDBERG V L.P.

By: Lindsay Goldberg GP V LLC, its General Partner

By: /s/ James C. Pickel, Jr.

Name: James C. Pickel, Jr.

Title: Vice President

LINDSAY GOLDBERG MAVERICK CO-INV. L.P.

By: Lindsay Goldberg GP V LLC, its General Partner

By: /s/ James C. Pickel, Jr.

Name: James C. Pickel, Jr.

Title: Vice President

LG AMENTUM HOLDINGS GP LLC

By: /s/ James C. Pickel, Jr.

Name: James C. Pickel, Jr.

Title: Vice President

LG AMENTUM HOLDINGS LP

By: LG Amentum Holdings GP LLC, its General Partner

By: /s/ James C. Pickel, Jr.

Name: James C. Pickel, Jr.

Title: Vice President

POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by Amentum Holdings, Inc., formerly known as Amazon Holdco Inc., (the “**Company**”), the undersigned hereby constitutes and appoints James C. Pickel, Jr., with full power of substitution and resubstitution, to act as the undersigned’s true and lawful attorney-in-fact to:

1. Prepare, execute, and submit to the Securities and Exchange Commission (“SEC”) a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required or considered by the attorney-in-fact to be advisable under any rule or regulation of the SEC;
2. Prepare, execute and submit to the SEC, for and on behalf of the undersigned, any and all reports (including any amendments thereto) the undersigned is required to file with the SEC, or which the attorney-in-fact considers it advisable to file with the SEC, under Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or any rule or regulation thereunder, or under Rule 144 under the Securities Act of 1933 (“Rule 144”), with respect to the any security of the Company, including Schedules 13D and 13G, Forms 3, 4, and 5, and Forms 144;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D or 13G, Form 3, 4, or 5, or Form 144, complete and execute any amendment or amendments thereto, and timely file such schedule or form with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact’s discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with Section 13 and Section 16 of the Exchange Act or Rule 144.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D and 13G, Forms 3, 4, and 5, and Forms 144 with respect to the undersigned’s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9th day of September, 2024.

/s/ Alan Goldberg

Alan Goldberg