

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): September 26, 2024

Amentum Holdings, Inc.

(Exact name of registrant as specified in its charter)

(State or other jurisdiction
of incorporation)
Delaware

(Commission
File Number)
001-42176

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

**4800 Westfields Blvd., Suite #400
Chantilly, Virginia 20151
(703) 579-0410**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Amazon Holdco Inc.
600 William Northern Blvd
Tullahoma, Tennessee 37388**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13(c))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

(Title of each class)	(Trading Symbol(s))	(Name of each exchange on which registered)
Common Stock, par value \$0.01 per share	AMTM	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company ☐

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 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 26, 2024, the Board of Directors (the “Board”) of Amentum Holdings, Inc. (f/k/a Amazon Holdco Inc., the “Company”) appointed Stephen A. Arnette as Chief Operating Officer of the Company, with such appointment to be effective September 27, 2024.

Biographical information and compensation information for Mr. Arnette is set forth in the sections entitled “Management Following the Transactions” and “Executive Compensation”, respectively, in the Company’s Amendment No. 4 to the Registration Statement on Form 10 (File No. 001-42176) filed with the U.S. Securities and Exchange Commission (the “Commission”) on September 13, 2024, and such information is incorporated in this Item 5.02 by reference. Mr. Arnette is not party to and has no direct or indirect material interest in any transaction requiring disclosure under Item 404(a) of Regulation S-K.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

In connection with the previously disclosed expected pro rata distribution of shares of common stock, par value \$0.01 per share, of the Company (“SpinCo Common Stock”) by Jacobs Solutions Inc. (“Jacobs”) to Jacobs’ stockholders, the Company filed a certificate of amendment to its Certificate of Incorporation (the “Split Amendment”) with the Secretary of State of the State of Delaware on September 26, 2024. The Split Amendment increased the number of authorized shares of SpinCo Common Stock to 1,000,000,000, and effected a stock split of the outstanding shares of SpinCo Common Stock, resulting in 153,280,369 issued and outstanding shares of SpinCo Common Stock. The foregoing description of the Split Amendment is not complete and is subject to, and qualified in its entirety by reference to, the full text thereof, which is attached hereto as Exhibit 3.1, and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being furnished as part of this report.

Exhibit Number	Description
3.1	Certificate of Amendment to the Certificate of Incorporation of Amazon Holdco Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 27, 2024

AMENTUM HOLDINGS, INC.

By: /s/ Justin Johnson

Name: Justin Johnson

Title: Secretary

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
AMAZON HOLDCO INC.**

Amazon Holdco Inc. (the “**Corporation**”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**DGCL**”), does hereby certify:

FIRST: That the original certificate of incorporation of the Corporation was filed with the Secretary of the State of Delaware on November 17, 2023.

SECOND: That the board of directors of the Corporation (the “**Board**”), by the unanimous written consent of its members, duly adopted resolutions proposing and declaring advisable that the certificate of incorporation of the Corporation be amended by changing Article 4 thereof, so that, as amended, said Article shall read in its entirety as follows:

ARTICLE 4

Capital Stock

A. Authorized Capital Stock. The Corporation shall be authorized to issue up to one billion (1,000,000,000) shares of capital stock, all of which shall be common stock, par value \$0.01 per share (the “**Common Stock**”). Said shares of Common Stock will be of the same class and shall have full voting power and, upon payment of the consideration fixed by the Board of Directors, shall be fully paid and nonassessable. Each stockholder of record shall have one vote for each share of Common Stock outstanding in such stockholder’s name on the books of the Corporation and entitled to vote.

B. Recapitalization. Effective immediately (such time, the “**Recapitalization Time**”), the total number of shares of Common Stock issued and outstanding, or held by the Corporation as treasury stock, immediately prior to the Recapitalization Time shall, automatically by operation of law and without any further action on the part of the Corporation or any holders of shares of capital stock of the Corporation, be converted into a number of validly issued, fully paid and non-assessable shares of the Corporation’s Common Stock authorized for issuance pursuant to this Certificate of Incorporation (as defined below) equal to 153,280,369.

C. Common Stock. Except as otherwise provided by law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. Each share of Common Stock shall have one vote, and the Common Stock shall vote together as a single class.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the DGCL.

FOURTH: That the aforesaid amendment shall be effective upon the filing hereof.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by the undersigned as of this 26th day of September, 2024.

AMAZON HOLDCO INC.

/s/ Justin Johnson

Name: Justin Johnson

Title: Secretary