

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 * <b>Heller John E.</b>  (Last) (First) (Middle)	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>9/27/2024</b>	3. Issuer Name and Ticker or Trading Symbol <b>Amentum Holdings, Inc. [AMTM]</b>
<b>C/O AMENTUM HOLDINGS, INC., 4800 WESTFIELDS BOULEVARD, SUITE 400</b>  (Street)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer /</b>	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
<b>CHANTILLY, VA 20151</b>  (City) (State) (Zip)	5. If Amendment, Date Original Filed(MM/DD/YYYY)	

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)
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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:

Remarks:  
Exhibit 24 - Power of Attorney  
No securities are beneficially owned.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Heller John E. C/O AMENTUM HOLDINGS, INC. 4800 WESTFIELDS BOULEVARD, SUITE 400 CHANTILLY, VA 20151</b>	<b>X</b>		<b>Chief Executive Officer</b>	

Signatures

/s/ Paul W. Cobb, Jr. Attorney-in-fact                      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.

**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints Paul W. Cobb, Jr. and Mark Esposito, any such person signing individually, as the undersigned's true and lawful attorneys-in-fact, solely in connection with the undersigned's ownership, acquisition or disposition of common stock of Amentum Holdings, Inc., to:

- (1) execute for and on behalf of the undersigned any filings related to the undersigned's ownership, acquisition or disposition solely of common stock of Amentum Holdings, Inc. on Schedule 13D or Forms 3, 4, 5 or 144 in accordance with Sections 13(d) and 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder and Rule 144 of the Securities Act of 1933;
- (2) 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 filings on Schedule 13D or Forms 3, 4, 5 or 144, or other form or report, or any amendment or amendments thereto, and timely file such form with the SEC solely in connection with the undersigned's ownership, acquisition or disposition of common stock of Amentum Holdings, Inc.; and
- (3) take any other action of any type in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, solely in connection with the undersigned's ownership, acquisition or disposition of Amentum Holdings, Inc., it being understood that the documents executed by such attorneys-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 attorneys-in-fact may approve in such attorneys-in-fact's discretion.

The undersigned hereby grants to such attorneys-in-fact, any such person signing individually, solely in connection with the undersigned's ownership, acquisition or disposition of common stock of Amentum Holdings, Inc., full power and authority to do and perform any and every act and thing 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, hereby ratifying and confirming that all such attorneys-in-fact, 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 none of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is assuming any of the undersigned's responsibilities to comply with Sections 13(d) or 16(a) of the Securities Exchange Act of 1934, Rule 144 of the Securities Act of 1933 or any other rule or regulation of the SEC.

With respect to the internal relationship between the undersigned and each attorney-in-fact, the undersigned undertakes to indemnify and hold harmless each attorney-in-fact from and against all costs, expenses, claims, obligations, any damage and any liability of whatever kind incurred by, or asserted against, such attorney-in-fact under or in connection with the agreed upon exercise of any rights granted under this Power of Attorney.

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

*[signature page follows ]*

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16<sup>th</sup> day of September, 2024.

**John E. Heller**

Signature: /s/ John E. Heller  
Print Name: John E. Heller  
Title: Chief Executive Officer and Director

*[Signature Page to Power of Attorney]*