
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Amentum Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

023939101

(CUSIP Number)

**Eric L. Schondorf, GC
American Securities LLC, 590 Madison Avenue, 38th Floor
New York, NY, 10022
(212) 476-8000**

**James C. Pickel, Jr., GC
Goldberg Lindsay & Co. LLC, 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).

CUSIP No. 023939101

1	Name of reporting person Amentum Joint Venture LP	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions)	
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: 0.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 0.00
11	Aggregate amount beneficially owned by each reporting person 0.00	
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) 0 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D/A

CUSIP No. 023939101

1	Name of reporting person Amentum Joint Venture GP LLC	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	

3	SEC use only	
4	Source of funds (See Instructions)	
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: 0.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 0.00
11	Aggregate amount beneficially owned by each reporting person 0.00	
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) 0 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D/A

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 Amendment No. 1 (this "Amendment No. 1") to the Schedule 13D filed with the Securities and Exchange Commission (the "Commission") on September 27, 2024 (as amended and supplemented from time to time, this "Schedule 13D") is being filed jointly by Amentum Joint Venture LP, a Delaware limited partnership ("Amentum JV"), and Amentum Joint Venture GP LLC, a Delaware limited liability company ("Amentum GP" and, together with Amentum JV, the "Reporting Persons"), the general partner of Amentum JV with respect to the Common Stock, par value \$0.01 per share (each, a "Common Share"), of Amentum Holdings, Inc., a Delaware corporation (the "Issuer") beneficially owned by the Reporting Persons. Amentum GP may be deemed to have indirect voting and investment control over shares held by Amentum JV.

The purpose of this Amendment No. 1 is to report that Amentum JV and Amentum GP no longer beneficially own any Common Shares or any other securities of the Issuer.

Except as set forth below, all Items of this Schedule 13D remain unchanged. Capitalized terms used in this Amendment No. 1 and not otherwise defined shall have the respective meanings assigned to such terms in this Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

On December 17, 2024, Amentum JV made pro rata distributions-in-kind of all of the Merger Consideration Shares (the "JV Distribution") to each of its limited partners in accordance with the limited partnership agreement of Amentum JV. As a result of the JV Distribution, Amentum JV no longer holds, and each of the Reporting Persons no longer beneficially owns, any Common Shares.

Item 5. Interest in Securities of the Issuer

- (a) The information set forth on the cover pages of this Amendment No. 1, and the information set forth or incorporated by reference in Items 2, 3, 4 and 6 of this Schedule 13D are hereby incorporated by reference in this Item 5(a)-(b). The Common Shares held by the Reporting Persons represent 0.0% of the issued and outstanding Common Shares.
- (b) Same as (a).
- (c) December 17, 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.

Amentum Joint Venture LP

Signature: /s/ Eric L. Schondorf
Name/Title: By: Amentum Joint Venture GP LLC, its general partner; Eric L. Schondorf / Authorized Signatory
Date: 12/19/2024

Signature: /s/ James C. Pickel, Jr.
Name/Title: By: Amentum Joint Venture GP LLC, its general partner; James C. Pickel, Jr. / Authorized Signatory
Date: 12/19/2024

Amentum Joint Venture GP LLC

Signature: /s/ Eric L. Schondorf
Name/Title: Eric L. Schondorf / Authorized Signatory
Date: 12/19/2024

Signature: /s/ James C. Pickel, Jr.
Name/Title: James C. Pickel, Jr. / Authorized Signatory
Date: 12/19/2024