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**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

COMMISSIONERS: **Lina M. Khan, Chair**
 Noah Joshua Phillips
 Rebecca Kelly Slaughter
 Christine S. Wilson

In the Matter of

**LOCKHEED MARTIN CORPORATION,
a corporation;**

and

**AEROJET ROCKETDYNE HOLDINGS, INC.
a corporation.**

Docket No. 9405

JOINT MOTION TO DISMISS COMPLAINT

Complaint Counsel and Respondents Lockheed Martin Corporation (“Lockheed Martin”), and Aerojet Rocketdyne Holdings, Inc. (“Aerojet”) jointly move to dismiss the complaint in the above-captioned matter. On February 13, 2022, Respondent Lockheed Martin terminated the Merger Agreement. As set forth in the attached correspondence, Respondent Lockheed Martin has withdrawn its Hart-Scott-Rodino Notification and Report Forms filed for the proposed acquisition. The complaint is now moot.

Accordingly, the parties respectfully request that the Commission dismiss the complaint. A proposed order is attached.

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Dated: February 14, 2022

Respectfully submitted,

s/ Jonathan Lasken

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ATTACHMENT

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February 14, 2022

BY EMAIL

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Federal Trade Commission
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400 7th Street, S.W.
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Department of Justice
Antitrust Division
Premerger Notification Unit
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Re: Withdrawal of HSR Filing for the Acquisition by Lockheed Martin Corporation of Aerojet Rocketdyne Holdings, Inc. (Transaction Identification Number 2021-0946)

Dear Sir or Madam:

By this letter and pursuant to Rule 803.12, Lockheed Martin Corporation hereby withdraws its HSR Notification and Report form, submitted January 19, 2021, for the proposed acquisition by Lockheed Martin Corporation of Aerojet Rocketdyne Holdings, Inc. On February 13, 2022, Lockheed Martin terminated the merger agreement for the proposed transaction, and it has also publicly disclosed that termination in a press release and an 8-K filing: <https://investors.lockheedmartin.com/static-files/ecc08bf2-16d8-46f1-b3e9-54128718565a>.

If you have any questions concerning this notice, please feel free to call me

Sincerely,

Jon B. Dubrow

cc. Chuck Loughlin, Esq.
Jon Lasken, Esq.
Lisa De Marchi Sleight, Esq.
Meghan Rissmiller, Esq.
Anthony Ferrara, Esq.

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[PROPOSED] ORDER DISMISSING COMPLAINT

This matter comes before the Commission on Complaint Counsel's and Respondents' Joint Motion to Dismiss the Complaint. Having considered the motion, it is hereby ORDERED:

The Joint Motion to Dismiss the Complaint, dated February 14, 2022, is GRANTED; and the complaint is DISMISSED without prejudice.

By the Commission.

Date: _____

April Tabor
Acting Secretary

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CERTIFICATE OF SERVICE

I hereby certify that on February 14, 2022, I filed the foregoing document electronically using the FTC's E-Filing System, which will send notification of such filing to:

April Tabor
Acting Secretary Federal Trade Commission
600 Pennsylvania Ave., NW, Rm. H-113
Washington, DC 20580
ElectronicFilings@ftc.gov

The Honorable D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Ave., NW, Rm. H-110
Washington, DC 20580

I also certify that I caused the foregoing document to be served via email to:

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By: s/ Jonathan Lasken
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