

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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FILER

**GENCORP INC**

CIK: **40888** | IRS No.: **340244000** | State of Incorporation: **OH** | Fiscal Year End: **1130**  
Type: **8-K** | Act: **34** | File No.: **001-01520** | Film No.: **13519627**  
SIC: **3060** Fabricated rubber products, nec

Mailing Address

2001 AEROJET ROAD  
RANCHO CORDOVA CA  
95742

Business Address

2001 AEROJET ROAD  
RANCHO CORDOVA CA  
95742  
916-355-4000

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): **January 8, 2013**

**GenCorp Inc.**

(Exact name of registrant as specified in its charter)

Ohio	1-01520	34-0244000
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

2001 Aerojet Road, Rancho Cordova, California	95742
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (916) 355-4000

(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 (*see* General Instruction A.2. below):

- 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 240.13e-4(c))

**Item 8.01 Other Events.**

On January 8, 2013, GenCorp Inc. issued a press release announcing that it received a modification to the request for additional information from the Federal Trade Commission in connection with GenCorp Inc.'s previously announced proposed acquisition of Pratt & Whitney Rocketdyne from United Technologies Corporation. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release issued by GenCorp Inc. on January 8, 2013

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## SIGNATURES

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.

January 8, 2013

GENCORP INC.

By: /s/ Kathleen E. Redd

Name: Kathleen E. Redd

Title: Vice President, Chief Financial Officer and  
Assistant Secretary

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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release issued by GenCorp Inc. on January 8, 2013



## News Release

### For Immediate Release

#### **GenCorp Receives Modification to FTC's Second Request in Connection with the Proposed Acquisition of Pratt & Whitney Rocketdyne**

**SACRAMENTO, Calif. – Jan. 8, 2013** – GenCorp Inc. (NYSE: GY), headquartered in Sacramento, California, announced today that it has received a modification to the request for additional information (“Second Request”) from the Federal Trade Commission (“FTC”) in connection with the Company’s proposed acquisition of Pratt & Whitney Rocketdyne from United Technologies Corporation (NYSE: UTX). The modification excludes large and medium liquid rocket engines for launch vehicles and spacecraft from the scope of the FTC’s investigation of the proposed acquisition. United Technologies has received a similar modification to the Second Request letter it received.

At this time, the FTC’s investigation of the proposed acquisition is limited to the Liquid Divert and Attitude Control Systems (“LDACS”) businesses of the Company and United Technologies. The Company is in the process of preparing its LDACS business for sale to facilitate an expeditious completion of the FTC’s investigation.

The Company expects to continue working cooperatively with the FTC as it conducts its review of the proposed acquisition.

Completion of the transaction is subject to the satisfaction of customary closing conditions, including required regulatory approvals. The Company expects the acquisition to close in the first half of 2013.

#### **Forward-Looking Statements**

This press release contains “forward-looking statements” as that term is defined in the U.S. Private Securities Litigation Reform Act of 1995. No forward-looking statement can be guaranteed, and actual results may differ materially from those projected depending on a number of risks, uncertainties and other factors such as business climate, economic and competitive uncertainties, adverse legal and regulatory developments, and adverse changes in economic and political climates around the world. Such risks, uncertainties and other factors include, among other things: the possibility that the expected efficiencies and cost savings from the proposed transaction will not be realized, or will not be realized within the expected time period; the ability to obtain governmental approvals of the transaction on the proposed terms and schedule contemplated by the parties; and the possibility that the proposed transaction does not close, including, but not limited to, due to the failure to satisfy the closing conditions. Forward-looking statements in this document should be evaluated together with the many factors that affect GenCorp's business as described in more detail in GenCorp's Form 10-K for the year ended November 30, 2011, and any subsequent quarterly reports on Form 10-Q and current reports on Form 8-K filed with the U.S. Securities and Exchange Commission.

#### **About GenCorp**

GenCorp is a leading technology-based manufacturer of aerospace and defense products and systems with a real estate segment that includes activities related to the entitlement, sale, and leasing of the company's excess real estate assets. Aerojet is a world-recognized aerospace and defense leader providing propulsion and energetics to its space, missile defense, strategic, tactical missile and armaments customers throughout domestic and international markets. Additional information about GenCorp and Aerojet can be obtained by visiting the companies' websites at <http://www.GenCorp.com> and at <http://www.Aerojet.com>.

#### Contact information:

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