



DIVISION OF  
CORPORATION FINANCE

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

July 28, 2011

Via Facsimile

Ms. Kathleen E. Redd  
Vice President, CFO and Secretary  
GenCorp Inc.  
P.O. Box 537012  
Sacramento, CA 95853-7012

**RE: GenCorp Inc.**  
**Form 10-K for the Fiscal Year ended November 30, 2010**  
**Filed February 2, 2011**  
**Form 10-Q/A for the Fiscal Quarter ended May 31, 2011**  
**Filed July 26, 2011**  
**Schedule 14A**  
**Filed February 17, 2011**  
**File No. 1-1520**

Dear Ms. Redd:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ John Hartz

John Hartz  
Senior Assistant  
Chief Accountant