

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) July 24, 2003

GenCorp Inc.

(Exact Name of Registrant as Specified in Charter)

Ohio	1-01520	34-0244000
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	IRS Employer Identification No.)
Highway 50 and Aerojet Road, Rancho Cordova, California		95670
(Address of Principal Executive Offices)		(Zip Code)
P.O. Box 537012, Sacramento, California		95853-7012
(Mailing Address)		(Zip Code)

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

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[EX-99.1 PRESS RELEASE](#)

[EX-99.2 PRESS RELEASE](#)

Item 5. Other Events

Attached hereto as Exhibit 99.1 and incorporated herein by this reference is the text of the registrant’s press release which was issued on July 24, 2003.

Exhibit 99.1 is a GenCorp Inc. press release dated July 24, 2003, in which GenCorp Inc. announced that its Aerojet subsidiary is selling a 96,000 square foot office complex on approximately 11 acres in Sacramento County for \$14.9 million.

Attached hereto as Exhibit 99.2 and incorporated herein by this reference is the text of the registrant’s press release which was issued on July 25, 2003.

Exhibit 99.2 is a GenCorp Inc. press release dated July 25, 2003, in which GenCorp Inc. announced that it is planning to issue \$175,000,000 Senior Subordinated Notes due 2013 in a private placement to institutional investors. The primary purpose of the offering is to finance the acquisition by GenCorp’s subsidiary, Aerojet-General Corporation, of substantially all of the assets related to the propulsion business of Atlantic Research Corporation, a subsidiary of Sequa Corporation, and to refinance existing indebtedness. The proposed acquisition is expected to close in late summer of 2003.

Item 7. Exhibits

Table Item No.	Exhibit Description	Exhibit Number
99	GenCorp Inc.’s press release dated July 24, 2003, in which GenCorp Inc. announced that its Aerojet subsidiary is selling a 96,000 square foot office complex on approximately 11 acres in Sacramento County for \$14.9 million.	99.1
99	GenCorp Inc.’s press release dated July 25, 2003, in which GenCorp Inc. announced that it is planning to issue \$175,000,000 Senior Subordinated Notes due 2013 in a private placement to institutional investors.	99.2

SIGNATURE

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, thereunto duly authorized.

GENCORP INC

By: /s/ Margaret Hastings

Name: Margaret Hastings
Title: Assistant General Counsel
and Assistant Secretary

Dated: July 28, 2003