

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) January 29, 2004

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.)
<u>Highway 50 and Aerojet Road, Rancho Cordova, California</u> (Address of Principal Executive Offices)		<u>95670</u> (Zip Code)
<u>P.O. Box 537012, Sacramento, California</u> (Mailing Address)		<u>95853-7012</u> (Zip Code)

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

**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 January 29, 2004.

Exhibit 99.1 is a GenCorp Inc. press release dated January 29, 2004, in which GenCorp announced that it issued an additional \$25 Million of its 4% Contingent Convertible Subordinated Notes due 2024 pursuant to the exercise, in full, of the option granted to one of the initial purchasers in connection with the private placement of notes announced on January 13, 2004.

**Item 7. Exhibits**

99.1                    GenCorp Inc.’s press release dated January 29, 2004.

*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/ Mark A. Whitney  
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Name: Mark A. Whitney  
Title: Vice President, Law; Deputy  
       General Counsel and Assistant Secretary

Dated: February 3, 2004