

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO/A
(RULE 14D-100)
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1)
OR SECTION 13(E)(1) OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)

CORDANT TECHNOLOGIES INC.
(Name of Subject Company (Issuer))

OMEGA ACQUISITION CORP.
A WHOLLY OWNED SUBSIDIARY OF
ALCOA INC.
(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$1.00 PER SHARE
(INCLUDING THE ASSOCIATED RIGHTS TO PURCHASE PREFERRED STOCK)
(Title of Class of Securities)

218412104
(CUSIP Number of Class of Securities)
LAWRENCE R. PURTELL, ESQ.
ALCOA INC.
201 ISABELLA STREET
PITTSBURGH, PENNSYLVANIA 15212
TELEPHONE: (412) 553-4545
(Name, address and telephone number of
person authorized to receive notices
and communications on behalf of filing persons)

COPY TO:
J. MICHAEL SCHELL, ESQ.
MARGARET L. WOLFF, ESQ.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
FOUR TIMES SQUARE
NEW YORK, NY 10036
TELEPHONE: 212-735-3000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$2,180,663,478	\$436,132.70

* For purposes of calculating the amount of the filing fee only. This amount assumes the purchase of (i) 36,714,831 outstanding shares of common stock of Cordant Technologies Inc. and (ii) 1,542,423 shares of common stock of Cordant Technologies Inc. underlying vested options. The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50 of 1% of the transaction value.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A Form or Registration No.: N/A
Filing party: N/A Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 2 to the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed initially with the Securities and Exchange Commission on March 20, 2000, relates to the offer by Omega Acquisition Corp., a Delaware corporation (the "Purchaser") and a wholly owned subsidiary of Alcoa Inc., a Pennsylvania corporation ("Alcoa"), to purchase all outstanding shares of common stock, including the associated rights to purchase preferred stock (collectively, the "Shares"), of Cordant Technologies Inc., a Delaware corporation, at a price of \$57.00 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Purchaser's Offer to Purchase, dated March 20, 2000, and in the related Letter of Transmittal (which together constitute the "Offer").

ITEM 11. ADDITIONAL INFORMATION.

Item 11 is hereby amended and supplemented to add the following:

"On April 6, 2000, Alcoa announced that, among other things, the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, applicable to the purchase of Shares pursuant to the Offer expired on April 5, 2000, and that it would make the requisite European regulatory filings shortly."

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

OMEGA ACQUISITION CORP.

By: /s/ BARBARA S. JEREMIAH

Name: Barbara S. Jeremiah
Title: Vice President

ALCOA INC.

By: /s/ RICHARD B. KELSON

Name: Richard B. Kelson
Title: Executive Vice President and
Chief Financial Officer

Dated: April 7, 2000