

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): August 8, 2024

HOWMET AEROSPACE INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)

1-3610  
(Commission File Number)

25-0317820  
(IRS Employer  
Identification No.)

201 Isabella Street, Suite 200  
Pittsburgh, Pennsylvania  
(Address of Principal Executive Offices)

15212-5872  
(Zip Code)

Office of Investor Relations (412) 553-1950  
Office of the Secretary (412) 553-1940  
(Registrant's telephone number, including area code)

(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$1.00 per share	HWM	New York Stock Exchange
\$3.75 Cumulative Preferred Stock, par value \$100 per share	HWM PR	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## Item 8.01 Other Events

On August 8, 2024, Howmet Aerospace Inc. (the “Company” or “Howmet Aerospace”) issued a press release announcing a proposed offering of senior notes (the “Notes”). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

The Company intends to issue a notice of redemption to redeem on August 23, 2024 (the “Redemption Date”) all of the outstanding principal amount of approximately \$577 million of its 6.875% Notes due 2025 (CUSIP No. 443201AA6) (the “2025 Notes”) in accordance with the terms of the 2025 Notes and the Indenture dated as of September 30, 1993, as supplemented, between Howmet Aerospace and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Indenture”).

The redemption price (the “Redemption Price”) for the 2025 Notes shall be equal to the greater of (i) 100% of the principal amount of the 2025 Notes, plus accrued interest, if any, to the Redemption Date or (ii) the sum of the present values of the Remaining Scheduled Payments, discounted on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate plus 50 basis points, plus accrued interest to the Redemption Date that has not been paid. The Company expects that the aggregate Redemption Price for the 2025 Notes will be approximately \$594 million, including accrued interest, which the Company intends to pay with the proceeds from the proposed offering of Notes and cash on hand.

Capitalized terms used in this Item 8.01 and not otherwise defined herein shall have the same meaning as given in the Indenture or the 2025 Notes, as the case may be.

This Current Report on Form 8-K does not constitute a notice of redemption of the 2025 Notes. The redemption of the 2025 Notes will be made solely pursuant to a notice of redemption delivered pursuant to the Indenture.

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## Forward-Looking Statements

This Current Report on Form 8-K contains statements that relate to future events and expectations and as such constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include those containing such words as “anticipates,” “believes,” “could,” “envisions,” “estimates,” “expects,” “forecasts,” “goal,” “guidance,” “intends,” “may,” “outlook,” “plans,” “projects,” “seeks,” “sees,” “should,” “targets,” “will,” “would,” or other words of similar meaning. All statements that reflect the Company’s expectations, assumptions or projections about the future, other than statements of historical fact, are forward-looking statements, including, without limitation, expectations relating to the planned redemption of the 2025 Notes. These statements reflect beliefs and assumptions that are based on the Company’s perception of historical trends, current conditions and expected future developments, as well as other factors the Company believes are appropriate in the circumstances. Forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, and changes in circumstances that are difficult to predict, which could cause actual results to differ materially from those indicated by these statements. Such risks and uncertainties include, but are not limited to: (a) deterioration in global economic and financial market conditions generally; (b) adverse changes in the markets served by Howmet Aerospace; (c) the impact of potential cyber attacks and information technology or data security breaches; (d) the loss of significant customers or adverse changes in customers’ business or financial conditions; (e) manufacturing difficulties or other issues that impact product performance, quality or safety; (f) inability of suppliers to meet obligations due to supply chain disruptions or otherwise; (g) failure to attract and retain a qualified workforce and key personnel, labor disputes or other employee relations issues; (h) the inability to achieve anticipated or targeted revenue growth, cash generation, restructuring plans, cost reductions, improvement in profitability, or strengthening of competitiveness and operations; (i) inability to meet increased demand, production targets or commitments; (j) competition from new product offerings, disruptive technologies or other developments; (k) geopolitical, economic, and regulatory risks relating to Howmet Aerospace’s global operations, including geopolitical and diplomatic tensions, instabilities, conflicts and wars, as well as compliance with U.S. and foreign trade and tax laws, sanctions, embargoes and other regulations; (l) the outcome of contingencies, including legal proceedings, government or regulatory investigations, and environmental remediation, which can expose Howmet Aerospace to substantial costs and liabilities; (m) failure to comply with government contracting regulations; (n) adverse changes in discount rates or investment returns on pension assets; and (o) the other risk factors summarized in Howmet Aerospace’s Annual Report on Form 10-K for the year ended December 31, 2023 and other reports filed with the U.S. Securities and Exchange Commission. The Company disclaims any intention or obligation to update publicly any forward-looking statements, whether in response to new information, future events, or otherwise, except as required by applicable law.

### Item 9.01 Financial Statements and Exhibits.

*(d) Exhibits*

[99.1](#) [Howmet Aerospace Inc. press release dated August 8, 2024.](#)

104 The cover page of this Current Report on Form 8-K, formatted in Inline XBRL.

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**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 hereunto duly authorized.

HOWMET AEROSPACE INC.

Dated: August 8, 2024

By: /s/ Paul Myron

Name: Paul Myron

Title: Vice President and Treasurer

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**FOR IMMEDIATE RELEASE****Investor Contact**

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**Media Contact**

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**Howmet Aerospace Inc. Announces Proposed Debt Offering**

PITTSBURGH, PA, August 8, 2024 – Howmet Aerospace Inc. (“Howmet Aerospace” or the “Company”) (NYSE: HWM) today announced the launch of a proposed offering of notes (the “Notes”). The timing of pricing and terms of the Notes are subject to market conditions and other factors.

The Company intends to use the net proceeds from the offering, together with cash on hand, for the redemption of all of the outstanding principal amount of approximately \$577 million of its 6.875% Notes due 2025.

J.P. Morgan Securities LLC, Citigroup Global Markets Inc., Morgan Stanley & Co. LLC and SMBC Nikko Securities America, Inc. are acting as joint book-running managers for the offering.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the Notes or any other security and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which, or to any persons to whom, such an offer, solicitation or sale would be unlawful. The Notes are being offered pursuant to an effective shelf registration statement previously filed with the Securities and Exchange Commission (the “SEC”), and a prospectus supplement and accompanying prospectus filed with the SEC as part of the shelf registration statement. The offering is being made only by means of a preliminary prospectus supplement and the accompanying prospectus. Copies of these documents can be obtained by calling J.P. Morgan Securities LLC collect at (212) 834-4533, Citigroup Global Markets Inc. toll-free at (800) 831-9146, Morgan Stanley & Co. LLC toll-free at (866) 718-1649 or SMBC Nikko Securities America, Inc. toll-free at (888) 868-6856 or by email at [prospectus@smbcnikko-si.com](mailto:prospectus@smbcnikko-si.com).

**About Howmet Aerospace**

Howmet Aerospace Inc., headquartered in Pittsburgh, Pennsylvania, is a leading global provider of advanced engineered solutions for the aerospace and transportation industries. The Company’s primary businesses focus on jet engine components, aerospace fastening systems, and airframe structural components necessary for mission-critical performance and efficiency in aerospace and defense applications, as well as forged aluminum wheels for commercial transportation.

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