
**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): July 23, 2015 (July 23, 2015)

ALCOA INC.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

1-3610
(Commission
File Number)

25-0317820
(I.R.S. Employer
Identification No.)

390 Park Avenue, New York, New York 10022-4608
(Address of principal executive offices) (Zip Code)

Office of Investor Relations 212-836-2674
Office of the Secretary 212-836-2732
(Registrant's telephone number, including area code)

Not Applicable
(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))
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Item 1.01. Entry into a Material Definitive Agreement.

In connection with the Agreement and Plan of Merger, dated as of March 8, 2015 (the “Merger Agreement”), by and among Alcoa Inc., a Pennsylvania corporation (“Alcoa”), RTI International Metals, Inc., an Ohio corporation (“RTI”), and Ranger Ohio Corporation, an Ohio corporation and a wholly owned subsidiary of Alcoa (“Merger Sub”), the transactions contemplated by the Merger Agreement were completed on July 23, 2015. Pursuant to the Merger Agreement, on July 23, 2015, Merger Sub merged with and into RTI (the “Merger”), with RTI surviving the Merger as a wholly owned subsidiary of Alcoa.

In connection with the completion of the Merger, Alcoa, RTI, the subsidiary guarantors party thereto, and The Bank of New York Mellon Trust Company, N.A. (the “Trustee”), entered into a Fourth Supplemental Indenture, dated as of July 23, 2015 (the “Fourth Supplemental Indenture”), to the Indenture, dated as of December 14, 2010 (as amended and supplemented to date, the “Indenture”), between RTI and the Trustee, relating to RTI’s two series of outstanding convertible notes.

As a result of the Merger, the RTI convertible notes have become convertible into shares of Alcoa common stock, with appropriate adjustments to the conversion rate to reflect the consideration paid by Alcoa to shareholders of RTI in connection with the Merger. The Fourth Supplemental Indenture was executed to reflect this change.

The foregoing description of the Fourth Supplemental Indenture does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Fourth Supplemental Indenture, which is included as Exhibit 4.1 hereto and incorporated into this Item 1.01 by reference.

Item 7.01. Regulation FD Disclosure.

Alcoa issued a press release on July 23, 2015 announcing the completion of the Merger. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

The information in this Item 7.01 and in Exhibit 99.1 is furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, and such information shall not be deemed to be incorporated by reference into any of Alcoa’s filings under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibit is filed as part of this report:

- 4.1 Fourth Supplemental Indenture, dated as of July 23, 2015, by and among RTI International Metals, Inc., Alcoa Inc., the Subsidiary Guarantors party thereto and The Bank of New York Mellon Trust Company, N.A.

The following exhibit is furnished as part of this report:

- 99.1 Press Release issued by Alcoa Inc., dated July 23, 2015.

SIGNATURES

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.

Dated: July 23, 2015

ALCOA INC.

By: /s/ Max Laun

Name: Max Laun

Title: Vice President and General Counsel

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	Fourth Supplemental Indenture, dated as of July 23, 2015, by and among RTI International Metals, Inc., Alcoa Inc., the Subsidiary Guarantors party thereto and The Bank of New York Mellon Trust Company, N.A.
99.1	Press Release issued by Alcoa Inc., dated July 23, 2015.

FOURTH SUPPLEMENTAL INDENTURE

FOURTH SUPPLEMENTAL INDENTURE (the “**Fourth Supplemental Indenture**”), dated as of July 23, 2015, to the Indentures (defined below) by and among RTI International Metals, Inc., an Ohio corporation (the “**Company**”), each of the Subsidiary Guarantors, Alcoa Inc., a Pennsylvania corporation (“**Alcoa**”), and The Bank of New York Mellon Trust Company, N.A., a national banking association, as Trustee under the Indenture (the “**Trustee**”).

WITNESSETH

WHEREAS, the Company has heretofore executed and delivered to the Trustee an indenture, dated as of December 14, 2010 (the “**Base Indenture**”), providing for the issuance from time to time of its Securities (as defined in the Base Indenture) to be issued in one or more series as therein provided;

WHEREAS, the Company has heretofore executed and delivered to the Trustee, pursuant to the terms of the Base Indenture (i) a First Supplemental Indenture, dated as of December 14, 2010 (the “**First Supplemental Indenture**”) and a Second Supplemental Indenture, dated as of May 30, 2012 (the “**Second Supplemental Indenture**”) (the Base Indenture, together with the First Supplemental Indenture and Second Supplemental Indenture, the “**2015 Notes Indenture**”), providing for the establishment of a series of the Company’s Securities known as its 3.000% Convertible Senior Notes due 2015 (the “**2015 Notes**”) and (ii) a Third Supplemental Indenture, dated as of April 17, 2013 (the “**Third Supplemental Indenture**”) (the Base Indenture, together with the Third Supplemental Indenture, the “**2019 Notes Indenture**” and, together with the 2015 Notes Indenture, the “**Indentures**”), providing for the establishment of a series of the Company’s Securities known as its 1.625% Convertible Senior Notes due 2019 (the “**2019 Notes**” and, together with the 2015 Notes, the “**Notes**”);

WHEREAS, the Company entered into the Agreement and Plan of Merger, dated as of March 8, 2015 (the “**Merger Agreement**”), by and among the Company, Alcoa and Ranger Ohio Corporation, a direct wholly owned subsidiary of Alcoa (“**Merger Sub**”), pursuant to which, among other things, concurrently with the execution of this Fourth Supplemental Indenture, Merger Sub is being merged with and into the Company, with the Company being the surviving corporation in such Merger (the “**Merger**”);

WHEREAS, pursuant to the Merger Agreement and subject to the terms and conditions therein, at the effective time of the Merger, each share of common stock, par value \$0.01 per share, of the Company (the “**Shares**”) issued and outstanding immediately prior to the effective time of the Merger is being converted into the right to receive 2.8315 shares of Alcoa common stock, par value \$1.00 per share (each share of such stock, “**Reference Property**”);

WHEREAS, the Merger constitutes a Merger Event with respect to each series of Notes under Section 8.07 of the First Supplemental Indenture and the Third Supplemental Indenture, as applicable;

WHEREAS, pursuant to (i) Section 8.07 of the First Supplemental Indenture and the Third Supplemental Indenture, as applicable, at the effective time of such Merger Event, the

Company is required to execute with the Trustee a supplemental indenture providing for the change in the right to convert each series of Notes resulting from the Merger Event and (ii) Section 8.07(b) of the First Supplemental Indenture and the Third Supplemental Indenture, as applicable, and Section 14.05 of the Base Indenture, the Company is required to execute an Officer's Certificate related to such supplemental indenture;

WHEREAS, pursuant to Sections 10.03 of each of the Indentures, the Trustee has received an Officer's Certificate stating that this Fourth Supplemental Indenture is authorized or permitted by each of the Indentures; and

WHEREAS, pursuant to Sections 10.03 of each of the Indentures, the Trustee has received an Opinion of Counsel stating that this Fourth Supplemental Indenture is authorized or permitted by each of the Indentures;

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Company, Alcoa, the Subsidiary Guarantors and the Trustee hereby agree as follows:

1. *Capitalized Terms.* Capitalized terms used herein without definition shall have the meanings assigned to them in the applicable Indenture.

2. *Agreement of Parties.* (a) With respect to the 2015 Notes, in accordance with Section 8.07 of the First Supplemental Indenture, at and after the effective time of the Merger, the right to convert each \$1,000 principal amount of 2015 Notes shall be changed to a right to convert such principal amount of 2015 Notes into the amount of Reference Property that a holder of a number of Shares equal to the Conversion Rate (as defined in the First Supplemental Indenture) immediately prior to the Merger would have owned or been entitled to receive upon the consummation of the Merger. The provisions of the 2015 Notes Indenture, as modified herein, including without limitation, (i) all references and provisions respecting the terms "Common Stock," "Conversion Price" and "Conversion Rate" and (ii) the provisions of Section 8.01(b) of the First Supplemental Indenture respecting when a Holder of 2015 Notes may surrender its 2015 Notes for conversion, shall continue to apply, *mutatis mutandis*, to the Holders' right to convert each 2015 Note into the Reference Property. Alcoa hereby agrees to furnish Reference Property, if any, deliverable upon conversion of the 2015 Notes and be bound by the conversion provisions of Article 8 of the First Supplemental Indenture. As and to the extent required by Section 8.07(a) of the First Supplemental Indenture, the Conversion Rate (as defined in the First Supplemental Indenture) shall be adjusted as a result of events occurring subsequent to the date hereof with respect to the Reference Property as nearly equivalent as possible to the adjustments provided for in Article 8 of the First Supplemental Indenture, with respect to the Common Stock.

(b) With respect to the 2019 Notes, in accordance with Section 8.07 of the Third Supplemental Indenture, at and after the effective time of the Merger, the right to convert each \$1,000 principal amount of 2019 Notes shall be changed to a right to convert such principal amount of 2019 Notes into the amount of Reference Property that a holder of a number of Shares equal to the Conversion Rate (as defined in the Third Supplemental Indenture) immediately prior to the Merger would have owned or been entitled to receive upon the consummation of the Merger.

The provisions of the 2019 Notes Indenture, as modified herein, including without limitation, (i) all references and provisions respecting the terms “Common Stock,” “Conversion Price” and “Conversion Rate” and (ii) the provisions of Section 8.01(b) of the Third Supplemental Indenture respecting when a Holder of 2019 Notes may surrender its 2019 Notes for conversion, shall continue to apply, *mutatis mutandis*, to the Holders’ right to convert each 2019 Note into the Reference Property. Alcoa hereby agrees to furnish Reference Property, if any, deliverable upon conversion of the 2019 Notes and be bound by the conversion provisions of Article 8 of the Third Supplemental Indenture. As and to the extent required by Section 8.07(a) of the Third Supplemental Indenture, the Conversion Rate (as defined in the Third Supplemental Indenture) shall be adjusted as a result of events occurring subsequent to the date hereof with respect to the Reference Property as nearly equivalent as possible to the adjustments provided for in Article 8 of the Third Supplemental Indenture, with respect to the Common Stock.

3. Indentures Remain in Full Force and Effect. Except as supplemented hereby, all provisions of the Indentures shall remain in full force and effect.

4. GOVERNING LAW. THIS FOURTH SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK. EACH OF THE COMPANY, ALCOA, THE SUBSIDIARY GUARANTORS AND THE TRUSTEE HEREBY IRREVOCABLY WAIVES, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, ANY AND ALL RIGHT TO TRIAL BY JURY IN ANY LEGAL PROCEEDING ARISING OUT OF OR RELATING TO THIS FOURTH SUPPLEMENTAL INDENTURE OR THE TRANSACTIONS CONTEMPLATED HEREBY.

5. Multiple Counterparts. The parties may sign multiple counterparts of this Fourth Supplemental Indenture. Each signed counterpart shall be deemed an original, but all of them together represent the same agreement.

6. Effect of Headings. The Section headings herein are for convenience of reference only, are not to be considered a part hereof, and shall in no way modify or restrict any of the terms or provisions hereof.

7. Trustee. The Trustee accepts the amendment of the Indentures effected by this Fourth Supplemental Indenture and agrees to execute the trust created by the Indentures as hereby amended, but only upon the terms and conditions set forth in the Indentures, including the terms and provisions defining and limiting the liabilities and responsibilities of the Trustee, which terms and provisions shall in like manner define and limit its liabilities and responsibilities in the performance of the trust created by the Indentures as hereby amended. Without limiting the generality of the foregoing, the Trustee shall not be responsible in any manner whatsoever for or with respect to any of the recitals or statements contained herein, all of which recitals or statements are made solely by the Company, Alcoa and the Subsidiary Guarantors or for or with respect to (i) the validity, efficacy, or sufficiency of this Fourth Supplemental Indenture or any of the terms or provisions hereof, (ii) the proper authorization hereof by the Company, Alcoa or the Subsidiary Guarantors, as applicable, by corporate action or otherwise, or (iii) the due execution hereof by the Company, Alcoa or the Subsidiary Guarantors, as applicable, and the Trustee makes no representation with respect to any such matters.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Fourth Supplemental Indenture to be duly executed, all as of the date first above written.

RTI INTERNATIONAL METALS, INC.

By: /s/ Peter Hong

Name: Peter Hong

Title: Vice President

[Signature Page – Fourth Supplemental Indenture]

RMI TITANIUM COMPANY

By: /s/ Michael G. McAuley

Name: Michael G. McAuley

Title: Treasurer

EXTRUSION TECHNOLOGY CORPORATION OF
AMERICA

By: /s/ Michael G. McAuley

Name: Michael G. McAuley

Title: Treasurer

RTI FINANCE CORP.

By: /s/ Michael G. McAuley

Name: Michael G. McAuley

Title: Treasurer

RTI MARTINSVILLE, INC.

By: /s/ Michael G. McAuley

Name: Michael G. McAuley

Title: Treasurer

[Signature Page – Fourth Supplemental Indenture]

RTI REMMELE MEDICAL, INC.

By: /s/ Michael G. McAuley

Name: Michael G. McAuley

Title: Treasurer

RTI REMMELE ENGINEERING, INC.

By: /s/ Michael G. McAuley

Name: Michael G. McAuley

Title: Treasurer

[Signature Page – Fourth Supplemental Indenture]

ALCOA INC.

By: /s/ Peter Hong

Name: Peter Hong

Title: Vice President and Treasurer

[Signature Page – Fourth Supplemental Indenture]

THE BANK OF NEW YORK MELLON TRUST COMPANY,
N.A., as Trustee

By: /s/ Teresa Petta

Name: Teresa Petta

Title: Vice President

[Signature Page – Fourth Supplemental Indenture]



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**ALCOA COMPLETES ACQUISITION OF RTI INTERNATIONAL METALS,
GROWING MULTI-MATERIAL AEROSPACE PORTFOLIO**

*Expands Titanium Capabilities, Fastest Growing Aerospace Metal;
Adds Advanced Manufacturing and Materials Technologies*

- Increases Alcoa's 2014 pro forma aerospace revenue by 13 percent to \$5.6 billion
- Contributes \$1.2 billion in revenue in 2019, up from \$794 million that RTI generated in 2014 and 25 percent EBITDA margin in 2019, including synergies of \$100 million
- Complements Alcoa's titanium mid and downstream value chain
- Positions Alcoa as a premier aerospace solutions provider
- Furthers Alcoa's transformation, building its value-add portfolio for profitable growth

NEW YORK, July 23, 2015—Lightweight metals leader Alcoa (NYSE: AA) today announced that it has completed the acquisition of RTI International Metals, Inc. (NYSE: RTI), a global leader in titanium and specialty metal products and services for the aerospace, defense, energy and medical device markets. The merger, announced on March 9, became effective today.

Under the terms of the merger agreement, each share of RTI common stock has been converted into the right to receive 2.8315 shares of Alcoa common stock, plus an amount of cash in lieu of fractional shares of Alcoa common stock.

With RTI, Alcoa expands its reach into titanium—the world's fastest-growing aerospace metal—and adds advanced technologies and materials capabilities for greater innovation power in aerospace and beyond.

“Today, Alcoa takes its multi-material aerospace portfolio to greater heights than ever before,” said Klaus Kleinfeld, Alcoa Chairman and Chief Executive Officer. “By combining the talent and advanced technology of RTI and Alcoa, we significantly increase Alcoa's aerospace market

reach. Through this and our other investments and innovations, we are positioning the Company to capture even more profitable growth and create greater sustainable value for our customers, employees and shareholders.”

Alcoa expects RTI to contribute \$1.2 billion in revenue in 2019, up from \$794 million that RTI generated in 2014, with 65 percent of revenues supported by contracts over the next five years. RTI’s profitability is expected to reach 25 percent EBITDA margin in 2019. Contracts that underpin RTI’s growth include the recently announced contract with Airbus for finished titanium structural supply parts for the new A350-1000 aircraft program. Under the agreement, Alcoa will supply titanium parts for the fuselage, among other components.

This transaction positions Alcoa to capitalize on strong growth in the commercial aerospace sector. Alcoa expects global aerospace sales growth of 8 to 9 percent in 2015. Projections for 2016 and 2017 sales growth have nearly doubled to 8 and 13 percent, from 4 to 5 percent and 6 percent, respectively, showing the ongoing strength of the sector. Eighty percent of RTI’s revenues in 2014 were from the aerospace and defense industries. With RTI, Alcoa’s 2014 pro forma aerospace revenue increases by 13 percent to \$5.6 billion.

RTI is being integrated as a standalone business unit into Alcoa’s downstream Engineered Products and Solutions (EPS) segment. The new business unit, called Alcoa Titanium & Engineered Products (ATEP), will be led by Eric Roegner who has been named President of ATEP, effectively immediately. In addition, Roegner continues as Chief Operating Officer of Engineered Products and Solutions with responsibility for ATEP and Alcoa Power and Propulsion, and President of Alcoa Defense.

RTI’s titanium operations span midstream processes such as melting, ingot casting, bloom, billet, plate and sheet production; and downstream extrusions for aerospace, oil and gas applications, high speed machining, and production of integrated subassemblies primarily for aerospace. These capabilities complement Alcoa’s titanium investment casting and forging capabilities, and enable a value-creating closed titanium scrap loop.

RTI’s advanced manufacturing and materials technologies, such as high-velocity machining, forming, extruding and parts assembly operations, enable Alcoa to produce some of the largest, most complex and finished aerospace components. RTI expands Alcoa’s additive manufacturing capabilities to produce 3D-printed titanium, specialty metals and plastic parts for aerospace, medical and energy applications. RTI also grows Alcoa’s portfolio of cutting-edge materials, including titanium-aluminides, increasingly used to manufacture lightweight, aerodynamic jet engine parts for next-generation jet engines.

Holders of RTI common stock whose shares are registered in their names will be mailed a transmittal form with instructions on how to exchange their RTI stock certificates for the merger consideration. Shares of RTI common stock held in book-entry form will automatically be exchanged for shares of Alcoa common stock in book-entry form and cash to be paid instead of fractional shares of Alcoa common stock.

About Alcoa Aerospace

Alcoa has been aggressively growing its aerospace business as part of the Company's broader transformation. In 2014, Alcoa completed the acquisition of global jet engine component leader Firth Rixson and in March of this year, finalized the acquisition of TITAL, a leading manufacturer of titanium and aluminum structural castings for aircraft engines and airframes. Alcoa also recently announced investments to expand jet engine parts production in Indiana and Virginia, opened the world's largest aluminum-lithium facility in Indiana, and in Michigan, plans to expand its coatings capabilities for jet engine components after a \$22 million investment in Hot Isostatic Pressing (HIP). In addition, the Company announced plans to install advanced aerospace plate manufacturing capabilities in Iowa. In 2014 the Company announced supply deals exceeding \$2 billion with Boeing and Pratt & Whitney, which included the world's first forging for an aluminum fan blade for Pratt & Whitney's PurePower® jet engines. The PurePower engine will be used to power some of the world's highest volume aircraft, including the next-generation Airbus A320neo.

About Alcoa

A global leader in lightweight metals technology, engineering and manufacturing, Alcoa innovates multi-material solutions that advance our world. Our technologies enhance transportation, from automotive and commercial transport to air and space travel, and improve industrial and consumer electronics products. We enable smart buildings, sustainable food and beverage packaging, high-performance defense vehicles across air, land and sea, deeper oil and gas drilling and more efficient power generation. We pioneered the aluminum industry over 125 years ago, and today, our more than 60,000 people in 30 countries deliver value-add products made of titanium, nickel and aluminum, and produce best-in-class bauxite, alumina and primary aluminum products. For more information, visit www.alcoa.com, follow @Alcoa on Twitter at www.twitter.com/Alcoa and follow us on Facebook at www.facebook.com/Alcoa.

Forward-Looking Statements

This release 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," "estimates," "expects," "forecasts," "intends," "may," "outlook," "plans," "projects," "seeks," "sees," "should," "targets," "will," "would," or other words of similar meaning. All statements that reflect Alcoa's expectations, assumptions or projections about the future other than statements of historical fact are forward-looking statements, including, without limitation, statements regarding Alcoa's portfolio transformation, Alcoa's plans, objectives, expectations and intentions relating to the acquisition of RTI International Metals, Inc. (RTI), the acquisition's expected contribution to revenues, earnings and EBITDA and expected cost savings, and Alcoa's expansion of its aerospace market reach through titanium capabilities and other investments and innovations. These statements reflect beliefs and assumptions that are based on Alcoa's perception of historical trends, current conditions, and expected future developments, as well as other factors management 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. Important factors that could cause actual results to differ materially from those expressed or implied in the forward-looking statements include: (a) deterioration in global economic and financial market conditions generally; (b) unfavorable changes in the markets served by Alcoa, including the commercial aerospace market;

(c) increases in the costs of raw materials; (d) political, economic, and regulatory risks in the countries in which Alcoa operates or sells products, including unfavorable changes in laws and governmental policies, civil unrest, imposition of sanctions, expropriation of assets, or other events beyond Alcoa's control; (e) the risk that RTI will not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; (f) the possibility that certain assumptions with respect to RTI could prove to be inaccurate; (g) Alcoa's inability to realize expected benefits, as planned and by targeted completion dates, from the RTI acquisition (including achieving the expected levels of synergies, revenue growth, or EBITDA margin improvement); (h) the loss of key employees, customers, suppliers and other business relationships of Alcoa or RTI as a result of the acquisition; (i) the effect of an increased number of Alcoa shares outstanding as a result of the acquisition of RTI; (j) the impact of potential sales of Alcoa common stock issued in the RTI acquisition; and (k) the other risk factors summarized in Alcoa's Form 10-K for the year ended December 31, 2014, Forms 10-Q for the quarters ended March 31, 2015 and June 30, 2015, and other reports filed with the Securities and Exchange Commission. Alcoa disclaims any obligation to update publicly any forward-looking statements, whether in response to new information, future events or otherwise, except as required by applicable law. Market projections are subject to the risks discussed above and other risks in the market.