

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of The Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

ARCONIC INC.

(Name of Registrant as Specified in Its Charter)

ELLIOTT ASSOCIATES, L.P.
ELLIOTT INTERNATIONAL, L.P.
PAUL E. SINGER
ELLIOTT CAPITAL ADVISORS, L.P.
ELLIOTT SPECIAL GP, LLC
BRAXTON ASSOCIATES, INC.
ELLIOTT ASSET MANAGEMENT LLC
ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.
HAMBLEDON, INC.
ELLIOTT MANAGEMENT CORPORATION
THE LIVERPOOL LIMITED PARTNERSHIP
LIVERPOOL ASSOCIATES LTD.
LARRY A. LAWSON
CHRISTOPHER L. AYERS
ELMER L. DOTY
BERND F. KESSLER
PATRICE E. MERRIN

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
-

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

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

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

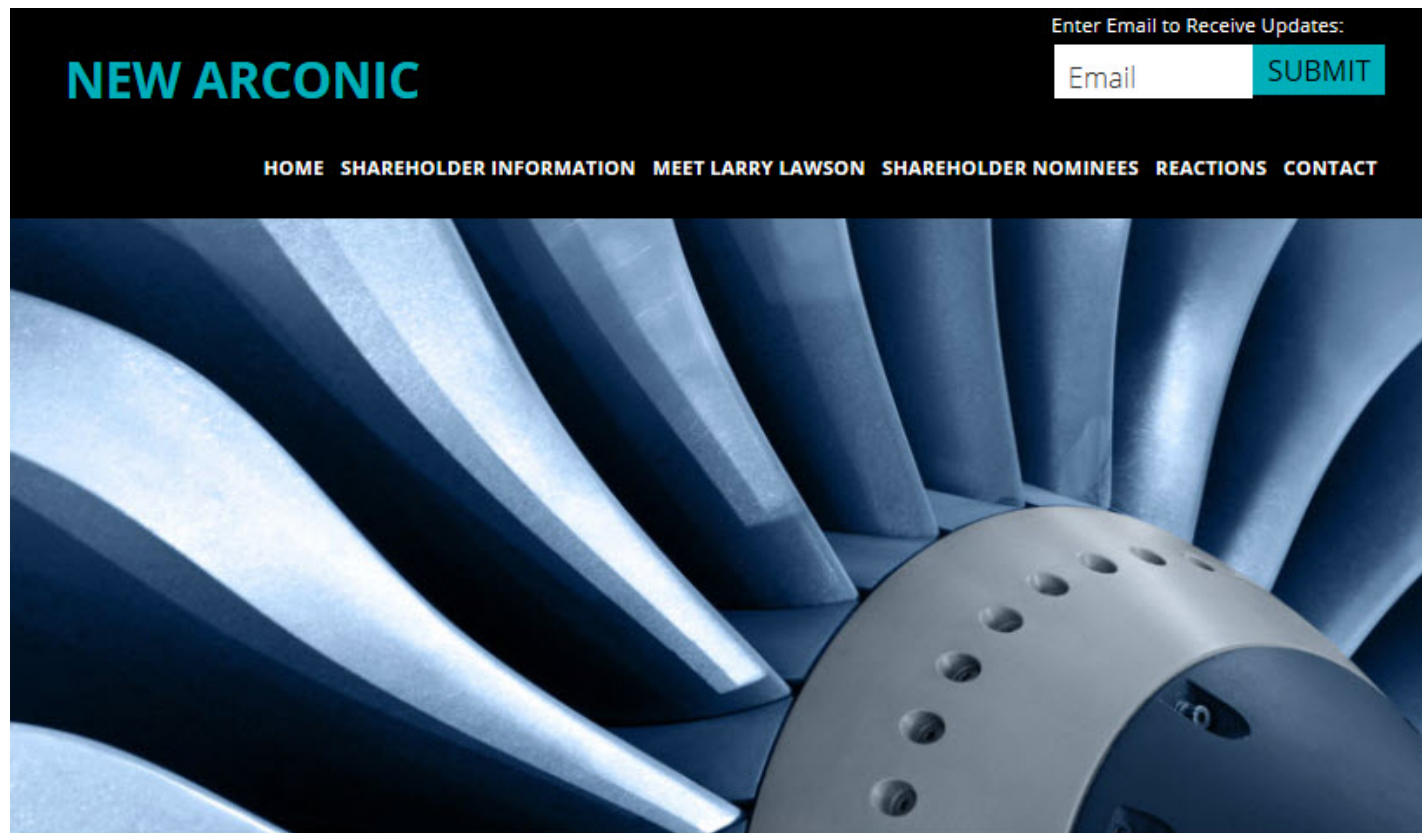
(3) Filing Party:

(4) Date Filed:

Elliott Associates, L.P. and Elliott International, L.P., together with the other participants in such proxy solicitation (collectively, “Elliott”), have filed a definitive proxy statement and accompanying **BLUE** proxy card with the Securities and Exchange Commission to be used to solicit votes for the election of its slate of four highly-qualified director nominees at the 2017 annual meeting of shareholders of Arconic Inc., a Pennsylvania corporation (the “Company”).


Item 1: The following materials were posted by Elliott to www.NewArconic.com:

(Updated April 6, 2017)



 April 5 Letter to Arconic Shareholders

VIEW LETTER

 The Secret August Voting Lock-Up Explained

VIEW DOCUMENT

 April 5 Informational Insert

VIEW DOCUMENT

 March 23 Letter to Arconic Employees

VIEW LETTER

Employees

LETTER

 March 23 Letter to Shareholders

VIEW LETTER

 Arconic's 'We Alone Can Fix It' Message Falls Flat

VIEW DOCUMENT

 March 23 Informational Brochure

VIEW DOCUMENT

 Letter to Arconic Shareholders

VIEW LETTER

 Elliott Definitive Proxy Statement

VIEW PROXY STATEMENT

 New Arconic Infographic 1

VIEW DOCUMENT

 New Arconic Infographic 2

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 New Arconic Infographic 3

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 New Arconic Infographic 4

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NEW ARCONIC

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Klaus Kleinfeld vs. The Facts

 **NewArconic**

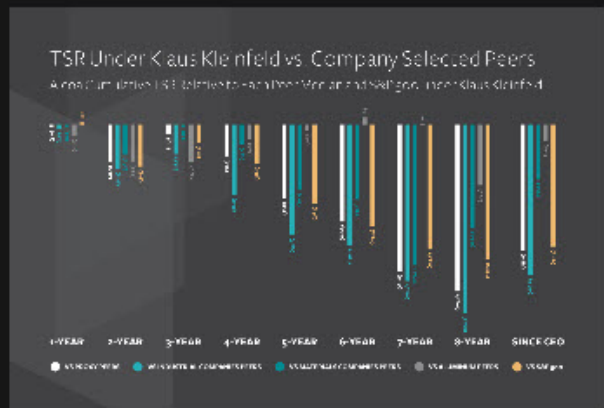
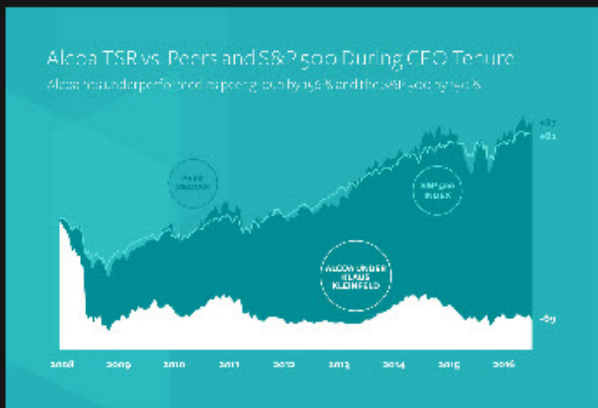


Arconic operates a world-class collection of assets that it managed properly, with prudent reinvestment of capital, should produce substantial returns for its shareholder owners. Unfortunately, despite these valuable assets, considerable shareholder value has been destroyed over the past decade under the watch of current management.

We believe a change of leadership is required to improve performance at Arconic today.

Take a look at the brief history of inappropriate vote buying, subterfuge, and stonewalling. This troubling episode reveals yet another management mistake that squandered value for a company with great potential.

[VIEW THE FACTS](#)



TSR: 5/1/2008-10/31/2016. Company Selected 2016 Proxy Peers: DU PONT (E.I.) DE NEMOURS, DOW CHEMICAL CO/THE, FREEPORT-MCMORAN INC, HUNTSMAN CORP, INTERNATIONAL PAPER CO, LYONDELLBASELL INDU-CL A, PPG INDUSTRIES INC, NEWMONT MINING CORP, NUCOR CORP, UNITED STATES STEEL CORP, 3M CO, CUMMINS INC, DANAHER CORP, DEERE & CO, EATON CORP PLC, EMERSON ELECTRIC CO, GENERAL DYNAMICS CORP, L-3 COMMUNICATIONS HOLDINGS, NORTHROP GRUMMAN CORP, RAYTHEON COMPANY.

Poor Performance Against Any Set of Peers Chart: Peer Group Median. Source: Bloomberg. TSR Trailing as of 10/31/2016, the day before Alcoa and Arconic split. Since CEO TSR: 5/1/2008 -10/31/2016. Peer Proxy is Alcoa's 2016 self-selected proxy peers and includes two groups named by the Company, Industrials Peers which are the following ten companies: 3M CO, CUMMINS INC, DANAHER CORP, DEERE & CO, EATON CORP PLC, EMERSON ELECTRIC CO, GENERAL DYNAMICS CORP, L3 TECHNOLOGIES INC, NORTHROP GRUMMAN CORP, RAYTHEON COMPANY, And Materials Peers which are the following 10 companies: DU PONT (E.I.) DE NEMOURS, DOW CHEMICAL CO/THE, FREEPORT-MCMORAN INC, HUNTSMAN CORP,

INTERNATIONAL PAPER CO, PPG INDUSTRIES INC, NEWMONT MINING CORP, NUCOR CORP, UNITED STATES STEEL CORP, LYONDELLBASELL INDU-CL A. The Company's self-selected Aluminum Company peers consist of: ALUMINUM CORP OF CHINA LTD-H, UNITED CO RUSAL PLC, NORSK HYDRO ASA, ALUMINA LTD, NATIONAL ALUMINIUM CO LTD, SHANDONG NANSHAN ALUMINUM.



The Secret August Voting Lock-Up Explained

Take a look at the brief history of inappropriate vote buying, subterfuge, and stonewalling. This troubling episode reveals yet another management mistake that squandered value for a company with great potential. The Secret August Voting Lock-Up is part of a disturbing pattern from the current CEO. Review the facts and add your name to demand a new direction at Arconic.

Arconic entered into the Secret August Voting Lock-Up on August 18, 2016, while in the middle of a proxy solicitation. The existence of the Secret August Voting Lock-Up was kept hidden for over 200 days and not disclosed until the filing of the final proxy on March 13, 2017, and then was buried on page 36 of the filing. To date, the text of the Secret August Voting Lock-Up has not been filed, and Arconic has failed to provide the agreement pursuant to a properly constituted books and records request under Pennsylvania law.

2014

November 20
Alcoa Inc. (now known as Arconic Inc.) purchases Firth Rixson for \$3 billion in cash and stock. CEO Dr. Klaus Kleinfeld promises \$1.6

Add your name below if you agree that the Board of Arconic is in desperate need of change:

Name *

First

Last

Zip Code *

Email *

Would you like to be added to our mailing list

Yes

SUBMIT

Petition

We, the undersigned, are concerned that the management of Arconic Inc. appears to have used potentially valuable claims

billion of revenue and \$350 million of EBITDA from the acquisition by 2016.

November 2014 – August 2016

Firth Rixson massively underperforms, ultimately bringing in 40% less revenue and 60% less EBITDA than Dr. Kleinfeld promised. As a result of this staggering underperformance, Arconic would likely have potential legal claims against the Seller of Firth Rixson.

2016

August 18

Arconic settles legal claims for \$20 million and an agreement to lock up the vote of approximately 8.7 million shares of Arconic common stock for a period of two years. This Secret August Voting Lock-Up requires the former owner of Firth Rixson to vote any shares of

to obtain a voting agreement that would serve to entrench the Board and/or management.

Legal claims are assets of the Company and, by extension, its shareholders. The trade of valuable corporate assets in connection with a commercial transaction in exchange for a voting agreement promoting the entrenchment of the Board and/or management is contrary to the basic principles of good corporate governance and should not be tolerated by any Board of Directors.

We hereby call on the Board of Arconic to A) promptly and publicly disclose any and all information relating to the voting agreement in question, and B) dismiss anyone involved in devising, authorizing and/or hiding this agreement from Arconic shareholders.

Additional Resources

April 5, 2017

[The Secret August Voting Lock-Up Explained Infographic](#)

April 5, 2017

[Elliott Management's Letter to Fellow Arconic Shareholders](#)

March 27, 2017

[Elliott Sends Letters to Board, Management in Response to Company's Refusal to Comply with Information Request](#)

March 20, 2017

[Elliott to Arconic's Board: Waiver of Secret Voting Lock-Up Raises More Questions Than It Answers](#)

shares of Arconic common stock held as of the March 1st, 2017 record date according to Dr. Kleinfeld's interests at the 2017 Annual Meeting. In entering into the Secret August Voting Lock-Up the day after the August 17th filing of a proxy statement for the reverse stock split, it appears Arconic sought to avoid disclosure of the vote-buying transaction.

March 16, 2017

[Elliott Demands Explanation from Arconic's Board for Apparent Vote-Buying](#)

Arconic employee? Read our letter to employees here:

March 23, 2017

[Elliott Letter to Arconic Employees](#)

October 5

Arconic shareholders approve the reverse stock split. There is no disclosure of the Secret August Voting Lock-Up. Disclosure also not provided in subsequent 10-Q, 10-K, or other regulatory filings.

2017

March 13

After the record date for the 2017 Annual Meeting

passes, precluding shareholders from buying shares out from under the Secret August Voting Lock-Up, Arconic seeks to bury its disclosure of the agreement in a two sentence paragraph on page 36 of a 135 page regulatory filing.

March 16

Elliott demands answers and accountability, asking Arconic's board for information regarding who negotiated and approved this deal and why it was concealed for seven months.

March 20

Arconic waives the Secret August Voting Lock-Up, but refuses to provide important details about the agreement or hold anyone accountable. Arconic claims that it did not previously disclose the agreement as the Company did not know whether or not the Seller of

Firth Rixson was a shareholder as of the record date, notwithstanding the fact that one of the Company's own board members is affiliated with the Firth Rixson Seller and the agreement was signed two weeks after the record date for the reverse stock split, which under the Company's own logic should have mandated disclosure of the agreement.

March 16 – 27

Arconic refuses to comply with transparency request.

March 27

Elliott sends [letter to Arconic's board and management](#) in response to the Company's refusal to comply with the information request and inquiries of other shareholders and asks: What is the Company trying to hide?

March 28 -

Present

Company continues to stonewall, refusing to provide shareholders with information relating to the cost and negotiation of the [Secret August Voting Lock-up](#) or even a copy of the agreement.



PRESS
RELEASES

LETTERS

STATEMENTS
&
PRESENTATIONS

VIDEOS

Letters

April 5, 2017

 Elliott Management's Letter to Fellow Arconic Shareholders

VI
E
W

March 9, 2017

 Elliott Sends Proxy Letter to Shareholders

VI
E
W

February 23, 2017

 Elliott: Arconic Shareholders Deserve a Proven Operator as CEO

VI
E
W

February 13, 2017

 Elliott Management Renews Call for Board Action in Light of Overwhelming Shareholder Support

VI
E
W

February 7, 2017

 Elliott Management Sends Letter to Arconic's Board

VI
E
W

February 1, 2017

 Elliott Management Sends Letter to Fellow Arconic Shareholders

VI
E
W

Item 2: On April 6, 2017, Elliott issued the following advertisements:

LinkedIn:

Elliott Management Corporation
2,165 followers
4h

Alcoans: Dr. Klaus Kleinfeld asked you to "look at the track record." It's a compelling story indeed: A CEO with dismal results stands in stark contrast to the performance of highly qualified, independent director nominees and potential new CEO Larry Lawson. Watch the video and you will agree that voting the BLUE card is best for Arconic:
<https://lnkd.in/dPVbzGG>



Klaus Kleinfeld vs. Facts
newarconic.com

Like Comment

Add a comment...

Elliott Management Corporation

2,165 followers

4h

Four of the company's largest shareholders have called for change. Including Elliott Management, these shareholders own more than 20% of Arconic, giving them skin in the game and a commitment to long-term value. Why is a fifth of the company demanding action? The facts speak clearly here: <https://lnkd.in/dWVCUPn>



Arconic Facts Speak
newarconic.com

Like Comment

Add a comment...

Elliott Management Corporation

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Arconic CEO Klaus Kleinfeld asked shareholders to "look at the record," so we did. It turns out that under Dr. Kleinfeld, Alcoa underperformed ALL of its peers and the broader indexes. It's time for a change. Get the facts here:

<https://lnkd.in/dPVbzGG>



Klaus Kleinfeld vs. Facts
newarconic.com

Like Comment

Add a comment...

Elliott Management Corporation

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4h

After calls for a change in management, Arconic shares rose by more than 30% -- the strongest reaction upon the announcement of any other proxy contest in at least the last decade. Learn why here: <https://lnkd.in/dPVbzGG>



Klaus Kleinfeld vs. Facts
newarconic.com

Like Comment

Add a comment...

Elliott Management Corporation

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4h

Own Arconic shares? Arconic CEO Klaus Kleinfeld asked shareholders to "look at the record," so we did. It turns out that Dr. Kleinfeld has had the worst performance of any continuous CEO on the job for more than 5 years in the S&P 500. If you own Arconic shares, you need to get the facts: <https://lnkd.in/d5Kx8kC>



Klaus Kleinfeld vs. The Arconic Facts

Arconic Facts Speak
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Like Comment

Add a comment...

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Let the facts speak. Arconic, formerly known as Alcoa, has underperformed all of its peers and the broader indexes during Dr. Kleinfeld's time as CEO. Isn't it time for a management change? Watch the video here: <https://lnkd.in/d5Kx8kC>



Klaus Kleinfeld vs. The Arconic Facts

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Like Comment

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When shareholders cast their votes, we encourage them to heed Dr. Kleinfeld's advice and "Look at the track record." The BLUE card is the logical conclusion. Let the facts speak here: <https://lnkd.in/d5Kx8kC>



Klaus Kleinfeld vs. The Arconic Facts

Arconic Facts Speak
newarconic.com

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Add a comment...

Facebook:



New Arconic



Written by Haystack Needle [?] · 1 min · 

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Written by Haystack Needle [?] · 12 hrs · 🌐



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Klaus Kleinfeld VS. The Facts



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New Arconic

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Klaus Kleinfeld vs. The Arconic Facts

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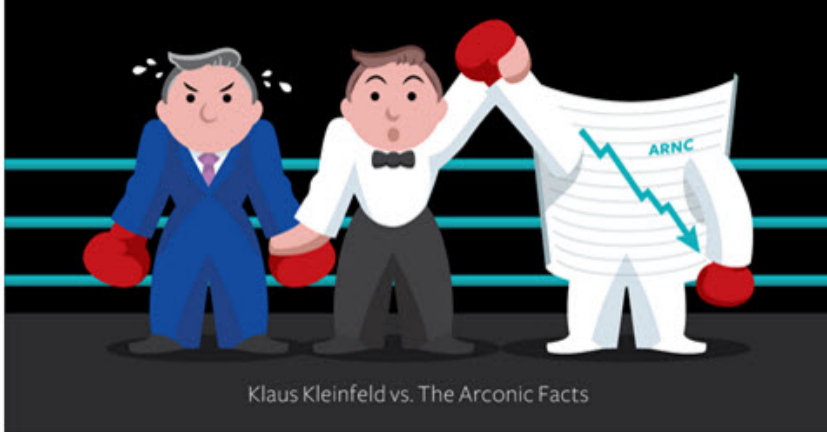
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New Arconic

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New Arconic

Written by Haystack Needle [?] · 10 mins · 🌐

Arconic CEO Klaus Kleinfeld asked shareholders to “look at the record,” so we did. It turns out that under Dr. Kleinfeld, Alcoa underperformed ALL of its peers and the broader indexes. It’s time for a change. Get the facts here:



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New Arconic

Written by Haystack Needle [?] · 10 mins ·

Alcoans: Dr. Klaus Kleinfeld asked you to “look at the track record.” It’s a compelling story indeed: A CEO with dismal results stands in stark contrast to the performance of highly qualified, independent director nominees and potential new CEO Larry Lawson. Watch the video and you will agree that voting the BLUE card is best for Arconic:



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\$ARNC's Kleinfeld said to look at his track record. We did. His dismal results make a clear case for change.



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newarconic.com



New Arconic

@NewArconic



"Let the facts speak," said Kleinfeld. [\\$ARNC](#) shareholders have listened. And we're ready for new leadership.



Klaus Kleinfeld vs. The Arconic Facts

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Who was CEO for \$ARNC's nearly 70% value decline in the investments of shareholders? Klaus Kleinfeld.



Klaus Kleinfeld vs. The Arconic Facts

New Arconic
newarconic.com



New Arconic @NewArconic · Apr 06

Klaus said to "let the facts speak." They have. Independent analysts agree it's time for change. Get the facts here:



New Arconic

newarconic.com



New Arconic @NewArconic · Apr 06

\$ARNC CEO: "Take a look at the record"... "Let the facts speak." The video accepts the challenge. Watch now:



New Arconic

newarconic.com



New Arconic @NewArconic · Apr 06

Own **\$ARNC** shares? The CEO says "Let the facts speak." Here are those facts:



New Arconic
newarconic.com

Item 3: On April 7, 2017, Elliott sent the following email to certain subscribers:

Updates at NewArconic.com

[View this email in your browser](#)



Dear Subscriber,

Suspected vote buying? Refusal to make full and detailed disclosure? The Secret August Voting Lock-Up is the latest entry in what Elliott believes to be a disturbing pattern of apparent involvement in questionable episodes by Arconic CEO Klaus Kleinfeld.

To help you make sense of the Secret August Voting Lock-Up, we launched the "[Secret August Voting Lock-Up](#)" page, complete with a timeline and critical information for those with an interest in Arconic's future. This new resource page provides you with the facts and information about how you can take action to make sure that the Arconic Board appropriately investigates and makes full public disclosure of what happened, and that anyone who broke the trust of shareholders is held accountable.

[PLEASE CLICK HERE TO LEARN MORE](#)

Additional material about the opportunity for a new direction at Arconic can be found at NewArconic.com.

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Elliott Management Corporation
40 W. 57TH ST.
New York, NY 10019

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You can [update your preferences](#) or [unsubscribe from this list](#)

Item 4: On April 6, 2017, Elliott sent the following statement by electronic message to certain of the Company's shareholders:

"Protect the value of your investment in Arconic, Vote the BLUE card. For more info call Okapi Partners at 877 869 0171"