
**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): December 4, 2017 (November 30, 2017)

ARCONIC INC.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other Jurisdiction
of Incorporation)

1-3610
(Commission File Number)

25-0317820
(IRS Employer
Identification No.)

390 Park Avenue, New York, New York
(Address of Principal Executive Offices)

10022-4608
(Zip Code)

**Office of Investor Relations 212-836-2758
Office of the Secretary 212-836-2732
(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))

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

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 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

In connection with the RTI Merger (as defined below), on November 30, 2017, Arconic Inc. (“Arconic” or the “Company”), RTI International Metals, Inc. (“RTI”), and The Bank of New York Trust Company, N.A., as trustee (the “Trustee”) entered into a Fifth Supplemental Indenture (the “Fifth Supplemental Indenture”) to that certain Indenture, dated as of December 14, 2010, between RTI and the Trustee, as amended or supplemented by that certain Third Supplemental Indenture, dated as of April 17, 2013, and that certain Fourth Supplemental Indenture, dated as of July 23, 2015 (as so amended or supplemented, the “Indenture”), pursuant to which the Company expressly and unconditionally assumed all obligations of RTI under the Indenture and the \$403 million aggregate principal amount of outstanding 1.625% Convertible Senior Notes due 2019 (the “Convertible Notes”) previously issued by RTI pursuant thereto. The foregoing description of the Fifth Supplemental Indenture does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Fifth Supplemental Indenture, which is included as Exhibit 4.1 hereto and incorporated into this Item 2.03 by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) Arconic held a special meeting of shareholders on November 30, 2017.

(b) Set forth below are the results for each of the matters submitted to a vote of the shareholders. As of the October 5, 2017 record date for the special meeting, there were 481,292,510 shares of Arconic common stock, par value of \$1.00 per share (“Common Stock”), outstanding and entitled to vote. Of this amount, there were 316,386,516 shares of Common Stock represented in person or by proxy at the special meeting.

Item 1. The proposal to approve the merger of Arconic with a newly formed direct wholly owned subsidiary of Arconic incorporated in Delaware (“Arconic Delaware”) in order to effect the change of Arconic’s jurisdiction of incorporation from Pennsylvania to Delaware (the “Reincorporation”), was approved based upon the following votes:

For	Against	Abstain
312,186,941	3,779,847	419,728

Item 2. The proposal to approve, on an advisory basis, that the certificate of incorporation of Arconic Delaware following the Reincorporation (the “Delaware Certificate”) will not contain any supermajority voting requirements, was approved based upon the following votes:

For	Against	Abstain
312,447,966	3,455,069	483,481

Item 3. The proposal to approve, on an advisory basis, that the Board of Directors of Arconic Delaware following the Reincorporation will be elected on an annual basis pursuant to the Delaware Certificate, was approved based upon the following votes:

For	Against	Abstain
313,390,267	2,563,529	432,720

On November 30, 2017, Arconic issued a press release announcing shareholder approval of the Reincorporation and the other matters submitted to a vote at the special meeting. A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 8.01 Other Events.

On November 30, 2017, RTI, a wholly owned subsidiary of Arconic, merged with and into Arconic, with Arconic as the surviving entity (the “RTI Merger”). The RTI Merger resulted in Arconic replacing RTI as the issuer and primary obligor under the Convertible Notes as described in Item 2.03 above.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following are filed as exhibits to this report:

<u>Exhibit No.</u>	<u>Description</u>
<u>4.1</u>	<u>Fifth Supplemental Indenture, dated as of November 30, 2017, between RTI International Metals, Inc. and The Bank of New York Trust Company, N.A., as Trustee.</u>
<u>99.1</u>	<u>Press release of Arconic Inc., dated November 30, 2017.</u>

EXHIBIT INDEX

Exhibit No.	Description
4.1	Fifth Supplemental Indenture, dated as of November 30, 2017, between RTI International Metals, Inc. and The Bank of New York Trust Company, N.A., as Trustee.
99.1	Press release of Arconic Inc., dated November 30, 2017.

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.

ARCONIC INC.

Dated: December 4, 2017

By: /s/ Katherine H. Ramundo
Name: Katherine H. Ramundo
Title: Executive Vice President, Chief Legal Officer
and Secretary

FIFTH SUPPLEMENTAL INDENTURE

FIFTH SUPPLEMENTAL INDENTURE (the “**Fifth Supplemental Indenture**”), dated as of November 30, 2017, to the Indenture (defined below) by and among RTI International Metals, Inc., an Ohio corporation (the “**Company**”), Arconic Inc., a Pennsylvania corporation (“**Arconic**”), 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, a Third Supplemental Indenture, dated as of April 17, 2013 (the “**Third Supplemental Indenture**”), and a Fourth Supplemental Indenture, dated as of July 23, 2015 (the “**Fourth Supplemental Indenture**” and, the Base Indenture, as supplemented by the Third Supplemental Indenture and the Fourth Supplemental Indenture, the “**Indenture**”), and has issued a series of the Company’s Securities known as its 1.625% Convertible Senior Notes due 2019 (the “**Notes**”);

WHEREAS, the Company entered into the Agreement and Plan of Merger, dated as of November 30, 2017 (the “**Merger Agreement**”), by and among the Company and Arconic, pursuant to which, concurrently with the execution of this Fifth Supplemental Indenture, the Company is being merged with and into Arconic, with Arconic being the surviving corporation in such merger (the “**Merger**”);

WHEREAS, pursuant to Section 11.01(a) of the Indenture, at the effective time of the Merger (the “**Effective Time**”), the Company is required to execute with the Trustee and Arconic a supplemental indenture providing for Arconic to assume all the obligations of the Company under the Notes and the Indenture;

WHEREAS, pursuant to Sections 10.01, 10.03 and 11.01(a) of the Indenture, in connection with such supplemental indenture, the Company is required to deliver to the Trustee an Officer’s Certificate and an Opinion of Counsel; and

WHEREAS, the Trustee has received such Officer’s Certificate and Opinion of Counsel;

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Company, Arconic, 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. Effective as of the Effective Time, Arconic hereby (i) represents and warrants that it is a corporation organized and validly existing under the laws of the state of Pennsylvania, and (ii) expressly and unconditionally assumes all obligations of the Company under the Notes and the Indenture, including without limitation the due and punctual payment of the principal of, premium, if any, and interest on the Notes and the due and punctual performance of all of the covenants and conditions of the Indenture or established with respect to the Notes pursuant to the Indenture to be performed by the Company with respect to the Notes. From and after the Effective Time, Arconic shall succeed to and be substituted for and may exercise every right and power of the Company under the Indenture with the same effect as if Arconic had been named as the Company therein.

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

4. GOVERNING LAW. THIS FIFTH SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK. EACH OF THE COMPANY, ARCONIC, 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 FIFTH SUPPLEMENTAL INDENTURE OR THE TRANSACTIONS CONTEMPLATED HEREBY.

5. Multiple Counterparts. The parties may sign multiple counterparts of this Fifth 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 Indenture effected by this Fifth Supplemental Indenture and agrees to execute the trust created by the Indenture as hereby amended, but only upon the terms and conditions set forth in the Indenture, 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 Indenture 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 and Arconic, or for or with respect to (i) the validity, efficacy, or sufficiency of this Fifth Supplemental Indenture or any of the terms or provisions hereof, (ii) the proper authorization hereof by the Company or Arconic, as applicable, by corporate action or otherwise, or (iii) the due execution hereof by the Company or Arconic, 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 Fifth 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 and Treasurer

[Signature Page – RTI Indenture - Fifth Supplemental Indenture]

ARCONIC INC.

By: /s/ Peter Hong
Name: Peter Hong
Title: Vice President and Treasurer

[Signature Page – RTI Indenture - Fifth Supplemental Indenture]

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

By: /s/ Karen Yu
Name: Karen Yu
Title: Vice President

[Signature Page – RTI Indenture - Fifth Supplemental Indenture]



FOR IMMEDIATE RELEASE

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Arconic Shareholders Approve Delaware Reincorporation

NEW YORK, November 30, 2017 – Arconic Inc. (NYSE: ARNC) (the “Company”) announced today that shareholders have approved, at a special meeting held earlier today, the Company’s reincorporation from Pennsylvania to Delaware.

In order to effect the reincorporation, Arconic shareholders approved the merger of the Company with a newly formed subsidiary, incorporated in Delaware, which will be the surviving corporation and retain the Arconic Inc. name following the reincorporation. Shareholders also approved, on an advisory basis, the annual election of the full Arconic Board of Directors following the reincorporation and that the Company’s post-reincorporation certificate of incorporation will not contain any supermajority voting requirements.

Arconic currently expects the reincorporation merger to be effective on or about December 31, 2017.

Additional information about the reincorporation can be found in Arconic’s definitive proxy statement, filed with the U.S. Securities and Exchange Commission (SEC) on October 16, 2017, available free of charge at the SEC’s website, www.sec.gov, or at www.arconic.com.

About Arconic

Arconic (NYSE: ARNC) creates breakthrough products that shape industries. Working in close partnership with our customers, we solve complex engineering challenges to transform the way we fly, drive, build and power. Through the ingenuity of our people and cutting-edge advanced manufacturing techniques, we deliver these products at a quality and efficiency that ensure customer success and shareholder value. For more information: www.arconic.com. Follow @arconic: [Twitter](#), [Instagram](#), [Facebook](#), [LinkedIn](#) and [YouTube](#).

Dissemination of Company Information

Arconic intends to make future announcements regarding Company developments and financial performance through its website on www.arconic.com

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," "goal," "guidance," "intends," "may," "outlook," "plans," "projects," "seeks," "sees," "should," "targets," "will," "would," or other words of similar meaning. All statements that reflect Arconic's expectations, assumptions or projections about the future, other than statements of historical fact, are forward-looking statements, including, without limitation, forecasts and expectations relating to the aerospace, automotive, commercial transportation and other end markets; statements and guidance regarding future financial results or operating performance; and statements about Arconic's strategies, outlook, business and financial prospects. These statements reflect beliefs and assumptions that are based on Arconic'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. Although Arconic believes that the expectations reflected in any forward-looking statements are based on reasonable assumptions, it can give no assurance that these expectations will be attained and it is possible that actual results may differ materially from those indicated by these forward-looking statements due to a variety of risks and uncertainties. Such risks and uncertainties include, but are not limited to: (a) deterioration in global economic and financial market conditions generally; (b) unfavorable changes in the markets served by Arconic; (c) the inability to achieve the level of revenue growth, cash generation, cost savings, improvement in profitability and margins, fiscal discipline, or strengthening of competitiveness and operations anticipated or targeted; (d) changes in discount rates or investment returns on pension assets; (e) Arconic's inability to realize expected benefits, in each case as planned and by targeted completion dates, from acquisitions, divestitures, facility closures, curtailments, expansions, or joint ventures; (f) the impact of cyber attacks and potential information technology or data security breaches; (g) any manufacturing difficulties or other issues that impact product performance, quality or safety; (h) political, economic, and regulatory risks in the countries in which Arconic operates or sells products; (i) material adverse changes in aluminum industry conditions, including fluctuations in London Metal Exchange-based aluminum prices; (j) the impact of changes in foreign currency exchange rates on costs and results; (k) the outcome of contingencies, including legal proceedings, government or regulatory investigations, and environmental remediation, which can expose Arconic to substantial costs and liabilities; and (l) the other risk factors summarized in Arconic's Form 10-K for the year ended December 31, 2016, Arconic's Forms 10-Q for the quarter ended June 30, 2017 and other reports filed with the Securities and Exchange Commission. Arconic 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. Market projections are subject to the risks discussed above and other risks in the market.