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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): April 24, 2017 (April 19, 2017)**

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**ARCONIC INC.**

(Exact name of registrant as specified in its charter)

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**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)

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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.

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**Item 8.01. Other Events.**

On April 5, 2017, Citigroup Global Markets Inc. and Credit Suisse Securities (USA) LLC (the “Purchasers”) commenced cash tender offers (the “Offers”) for certain of the outstanding debt securities of Arconic Inc. (the “Company”), including the Company’s 6.500% Senior Notes due 2018 (the “6.500% Notes”), 6.750% Senior Notes due 2018 (the “6.750% Notes”) and 5.720% Senior Notes due 2019 (the “2019 Notes”, and together with the 6.500% Notes and 6.750% Notes, the “Notes”). The Offers were made pursuant to an offer to purchase dated April 5, 2017 and related letter of transmittal, which set forth the terms and conditions of the Offers.

*Early Results of Offers*

On April 19, 2017, the Company issued a press release announcing the early tender results for the Offers. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

*Pricing for Offers*

On April 19, 2017, the Company issued a press release announcing that the Purchasers had priced the Offers. A copy of the press release is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

*Purchase of Notes*

On April 24, 2017, the Company purchased \$44,974,000 in aggregate principal amount of the 6.500% Notes, and \$249,999,000 in aggregate principal amount of the 2019 Notes from the Purchasers.

The foregoing summary does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the press releases attached hereto as Exhibits 99.1 and 99.2 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits**

The following are filed as exhibits to this report:

- 99.1 Arconic Inc. press release dated April 19, 2017 (Early Results).
- 99.2 Arconic Inc. press release dated April 19, 2017 (Pricing).

**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: April 24, 2017

By: /s/ Peter Hong

Name: Peter Hong

Title: Vice President and Treasurer

**EXHIBIT INDEX**

**Exhibit  
No.**

**Exhibit**

99.1 Arconic Inc. press release dated April 19, 2017 (Early Results).

99.2 Arconic Inc. press release dated April 19, 2017 (Pricing).



**FOR IMMEDIATE RELEASE**

**Investor Contact**

Patricia Figueroa  
(212) 836-2758  
Patricia.Figueroa@arconic.com

**Media Contact**

Shona Sabnis  
(212) 836-2626  
Shona.Sabnis@arconic.com

**Arconic Announces Early Tender Results for Previously Announced Offers by Citigroup Global Markets Inc. and Credit Suisse Securities (USA) LLC to Purchase Certain Outstanding Arconic Debt Securities and Amendments to Terms of Offers**

**NEW YORK, April 19, 2017** – Arconic Inc. (“Arconic” or the “Company”) (NYSE: ARNC) today announced the early tender results for the previously announced cash tender offers by Citigroup Global Markets Inc. and Credit Suisse Securities (USA) LLC (the “Purchasers”) for the Company’s outstanding debt securities set forth in the table below (the “Notes”), on the terms and conditions set forth in the Offer to Purchase, dated April 5, 2017 (the “Offer to Purchase”), and a related Letter of Transmittal (together, the “Offer Materials”), and amendments to the terms of the Offers (as defined below). Capitalized terms used but not otherwise defined in this announcement shall have the meaning given to them in the Offer to Purchase.

As of 5:00 p.m., New York City time, on April 18, 2017 (the previously announced Early Tender Date), the principal amounts of Notes set forth in the table below had been validly tendered and not withdrawn.

The Purchasers have waived the 2019 Offer Condition, have amended the 2019 Offer Purchase Amount Cap and have extended the previously announced Early Tender Date with respect to the 2018 Offers to 11:59 p.m., New York City time, on May 2, 2017, which is the Expiration Date for the Offers.

The Purchasers have amended the 2019 Offer Purchase Amount Cap. The Purchasers will now purchase on the Early Settlement Date (as defined below) an aggregate principal amount of the Company’s 5.720% Notes due 2019 (the “2019 Notes”) up to \$250,000,000, subject to proration.

The settlement for the Notes validly tendered and not withdrawn before the previously announced Early Tender Date is still expected to occur on Thursday, April 20, 2017 (the “Early Settlement Date”). The settlement for any 2018 Notes validly tendered and not withdrawn after the previously announced Early Tender Date and at or prior to the Expiration Date is expected to occur on Thursday, May 4, 2017, which is the Final Settlement Date for the Offers. Since the amended 2019 Offer Purchase Amount Cap has been reached, no additional 2019 Notes will be accepted for purchase on the Final Settlement Date.

The previously announced date for the expiration of withdrawal rights for the Offers has passed and has not been extended. Notes tendered pursuant to the Offers may no longer be withdrawn, except as required by law.

Subject to all conditions to the Offers set forth in the Offer Materials having been satisfied or waived by the Purchasers with respect to such purchases, the Purchasers currently expect that on the Early Settlement Date they will accept for purchase all of the Company's 6.500% Notes due 2018 and 6.750% Notes due 2018 (together, the "2018 Notes") validly tendered at or prior to the previously announced Early Tender Date (as set forth in the table below) and, since the 2019 Offer Condition has been waived and the 2019 Offer Purchase Amount Cap has been amended, \$250,000,000 of the 2019 Notes, subject to proration as set forth in the Offer to Purchase.

Holders who validly tendered and did not withdraw Notes by the previously announced Early Tender Date (5:00 p.m., New York City time, on April 18, 2017) and Holders who validly tender and do not withdraw 2018 Notes by the extended Early Tender Date with respect to the 2018 Offers (11:59 p.m., New York City time, on May 2, 2017) will be eligible to receive the Total Consideration (subject to proration, if applicable), which will be determined by reference to the fixed spread specified below (the "Fixed Spread") over the yield (the "Reference Yield") based on the bid side price of the Reference U.S. Treasury Security specified below as calculated by the Purchasers as of 2:00 p.m., New York City time, on April 19, 2017 (such time and date, as the same may be extended, the "Price Determination Date") and will include the Early Tender Premium of \$30.00 per \$1,000 principal amount of Notes.

Title of Security	CUSIP Number/ISIN	Principal Amount Outstanding	Principal Amount Tendered	Principal Amount to Be Accepted	Acceptance Priority Level	Reference U.S. Treasury Security	Bloomberg Reference Page <sup>(1)</sup>	Fixed Spread (Basis Points)
6.500% Senior Notes due 2018	022249BA3/ US022249BA36	\$250,000,000	\$147,940,000	\$147,940,000	1	1.25% UST due March 31, 2019	FIT1	+15
6.750% Senior Notes due 2018	013817AS0/ US013817AS04	\$750,000,000	\$397,034,000	\$397,034,000	2	1.25% UST due March 31, 2019	FIT1	+35
5.720% Senior Notes due 2019	013817AP6/ 013817AM3/ U01347AA8/ US013817AP64/ US013817AM34/ USU01347AA84	\$750,000,000	\$383,757,000	\$250,000,000	3	1.25% UST due March 31, 2019	FIT1	+35

(1) The applicable page on Bloomberg from which the Purchasers will quote the bid side price of the Reference U.S. Treasury Security.

We refer to the offers to purchase the 2018 Notes as the "2018 Offers," the offer to purchase the 2019 Notes as the "2019 Offer" and the 2018 Offers and the 2019 Offer together as the "Offers."

The Purchasers will not accept for purchase more than \$1,000,000,000 aggregate principal amount of Notes (the "Maximum Purchase Amount") in the Offers (subject to the Purchasers' right to increase or decrease the Maximum Purchase Amount).

Aside from the waiver of the 2019 Offer Condition, the amendment to the 2019 Offer Purchase Amount Cap and the extended Early Tender Date with respect to the 2018 Offers, all other terms and conditions of the Offers remain unchanged.

As set forth in the Offer Materials, the Purchasers intend to negotiate to sell the Notes to the Company for cash or to exchange the Notes for shares of common stock of Alcoa Corporation held by the Company. The Purchasers intend to negotiate to sell to the Company any validly tendered Notes in excess of \$500,000,000 in the aggregate on the Early Settlement Date or soon thereafter and negotiate to sell to or exchange with the Company all other validly tendered Notes on the Final Settlement Date or soon thereafter.

The Offers will expire at 11:59 p.m., New York City time, on May 2, 2017 (the “Expiration Date”), unless extended or earlier terminated.

For additional information regarding the terms of the Offers, please contact Citigroup Global Markets Inc. at (800) 558-3745 (toll free) or (212) 723-6106 (collect) or Credit Suisse Securities (USA) LLC at (800) 820-1653 (toll free) or (212) 538-1862 (collect). Requests for documents and questions regarding the tender of Notes may be directed to Global Bondholder Services Corporation at (866) 924-2200 (toll free) or (212) 430-3774 (collect).

Copies of the Offer to Purchase and the Letter of Transmittal related to the Offers may also be obtained at no charge from Global Bondholder Services Corporation.

None of Arconic, its board of directors, the Purchasers, the trustee under the indentures, the information agent and depositary make any recommendation as to whether Holders of the Notes should tender or refrain from tendering the Notes.

This announcement does not constitute an offer to purchase or a solicitation of an offer to sell securities. The Offers are being made solely by means of the Offer to Purchase and the related Letter of Transmittal.

## **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](http://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](http://www.arconic.com)

## **Forward-Looking Statements**

This communication contains statements that relate to future events and expectations and as such constitute forward-looking statements. Forward-looking statements include those containing such words as “anticipates,” “believes,” “could,” “estimates,” “expects,” “forecasts,” “guidance,” “goal,” “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. 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, including, but not limited to, deterioration in global economic and financial market conditions generally, and the risk factors discussed in Arconic’s Form 10-K for the year ended December 31, 2016, and other reports filed with the U.S. Securities and Exchange Commission (SEC). Arconic 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.





## FOR IMMEDIATE RELEASE

**Investor Contact**

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**Media Contact**

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**Arconic Announces Reference Yields and Total Consideration for Previously Announced Offers by Citigroup Global Markets Inc. and Credit Suisse Securities (USA) LLC to Purchase Certain Outstanding Arconic Debt Securities**

**NEW YORK, April 19, 2017** – Arconic Inc. (“Arconic” or the “Company”) (NYSE: ARNC) today announced the Reference Yields and Total Consideration for the previously announced cash tender offers by Citigroup Global Markets Inc. and Credit Suisse Securities (USA) LLC (the “Purchasers”) for the Company’s outstanding debt securities set forth in the table below (the “Notes”), on the terms and conditions set forth in the Offer to Purchase, dated April 5, 2017 (the “Offer to Purchase”), and a related Letter of Transmittal (together, the “Offer Materials”). Capitalized terms used but not otherwise defined in this announcement shall have the meaning given to them in the Offer to Purchase.

The Total Consideration for each series of Notes was determined based on the relevant Reference Yield as of 2:00 p.m., New York City time, on April 19, 2017, in accordance with the terms set forth in the Offer to Purchase by reference to the relevant Fixed Spread and the relevant Reference U.S. Treasury Security as follows:

<u>Title of Security</u>	<u>CUSIP Number/ISIN</u>	<u>Principal Amount Outstanding</u>	<u>Reference U.S. Treasury Security</u>	<u>Bloomberg Reference Page(1)</u>	<u>Reference Yield</u>	<u>Fixed Spread (Basis Points)</u>	<u>Total Consideration(2)</u>
6.500% Senior Notes due 2018	022249BA3/ US022249BA36	\$250,000,000	1.25% UST due March 31, 2019	FIT1	1.181%	+15	\$1,058.91
6.750% Senior Notes due 2018	013817AS0/ US013817AS04	\$750,000,000	1.25% UST due March 31, 2019	FIT1	1.181%	+35	\$1,063.63
5.720% Senior Notes due 2019	013817AP6/ 013817AM3/ U01347AA8/ US013817AP64/ US013817AM34/ USU01347AA84	\$750,000,000	1.25% UST due March 31, 2019	FIT1	1.181%	+35	\$1,075.76

- (1) The applicable page on Bloomberg from which the Purchasers quoted the bid side price of the Reference U.S. Treasury Security.
- (2) Per \$1,000 principal amount of Notes validly tendered at or prior to the applicable Early Tender Date, not validly withdrawn and accepted for purchase. Inclusive of \$30.00 Early Tender Premium per \$1,000 principal amount of Notes tendered at or prior to the applicable Early Tender Date. In addition to the Total Consideration, holders will also receive accrued and unpaid interest on the Notes from the applicable last interest payment date up to, but not including, the applicable Settlement Date. Subject to proration, if applicable.

We refer to the offers to purchase the 2018 Notes as the “2018 Offers,” the offer to purchase the 2019 Notes as the “2019 Offer” and the 2018 Offers and the 2019 Offer together as the “Offers.”

The previously announced date for the expiration of withdrawal rights for the Offers has passed and has not been extended. Notes tendered pursuant to the Offers may no longer be withdrawn, except as required by law.

Holders who validly tendered and did not withdraw Notes by the previously announced Early Tender Date (5:00 p.m., New York City time, on April 18, 2017) and Holders who validly tender 2018 Notes by the extended Early Tender Date with respect to the 2018 Offers (11:59 p.m., New York City time, on May 2, 2017) will be eligible to receive the Total Consideration (subject to proration, if applicable).

The settlement for the Notes validly tendered and not withdrawn before the previously announced Early Tender Date is still expected to occur on Thursday, April 20, 2017 (the “Early Settlement Date”). The settlement for any 2018 Notes validly tendered and not withdrawn after the previously announced Early Tender Date and at or prior to the extended Early Tender Date with respect to the 2018 Offers is expected to occur on Thursday, May 4, 2017 (the “Final Settlement Date”). Since the amended 2019 Offer Purchase Amount Cap has been reached, no additional 2019 Notes will be accepted for purchase on the Final Settlement Date.

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For additional information regarding the terms of the Offers, please contact Citigroup Global Markets Inc. at (800) 558-3745 (toll free) or (212) 723-6106 (collect) or Credit Suisse Securities (USA) LLC at (800) 820-1653 (toll free) or (212) 538-1862 (collect). Requests for documents and questions regarding the tender of Notes may be directed to Global Bondholder Services Corporation at (866) 924-2200 (toll free) or (212) 430-3774 (collect).

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None of Arconic, its board of directors, the Purchasers, the trustee under the indentures, the information agent and depository make any recommendation as to whether Holders of the Notes should tender or refrain from tendering the Notes.

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### **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](http://www.arconic.com). Follow @arconic: [Twitter](#), [Instagram](#), [Facebook](#), [LinkedIn](#) and [YouTube](#).

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