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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO/A
(RULE 14D-100)
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1)
OR SECTION 13(E)(1) OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)

HOWMET INTERNATIONAL INC.
(Name of Subject Company (Issuer))

HMI ACQUISITION CORP.
A WHOLLY OWNED SUBSIDIARY OF
ALCOA INC.
(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

443208103
(CUSIP Number of Class of Securities)
LAWRENCE R. PURTELL, ESQ.
ALCOA INC.
201 ISABELLA STREET
PITTSBURGH, PA 15212
TELEPHONE: (412) 553-4545
(Name, address and telephone number of
person authorized to receive notices
and communications on behalf of filing persons)
COPY TO:
J. MICHAEL SCHELL, ESQ.
MARGARET L. WOLFF, ESQ.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
FOUR TIMES SQUARE
NEW YORK, NY 10036
TELEPHONE: 212-735-3000

CALCULATION OF FILING FEE

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Transaction Valuation*	Amount of Filing Fee
\$349,966,140	\$69,993.23**

* For purposes of calculating amount of filing fee only. This amount assumes (i) the purchase of all of the 15,383,307 outstanding publicly held shares of common stock of Howmet International Inc. and (ii) 2,115,000 shares of common stock of Howmet International Inc. subject to options that will be vested and exercisable as of the closing of this offer. The amount of the filing fee calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50 of 1% of the transaction value.

** This amount has previously been paid.

[] Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A Form or Registration No.: N/A
Filing party: N/A Date Filed: N/A

[] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

[X] third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 2 to the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed initially with the Securities and Exchange Commission on April 18, 2000, as amended by Amendment No. 1 thereto filed with the Securities and Exchange Commission on May 9, 2000, relates to the third-party tender offer by HMI Acquisition Corp. (the "Purchaser"), a Delaware corporation and a wholly owned subsidiary of Alcoa Inc., a Pennsylvania corporation, to purchase all of the shares of common stock, par value \$0.01 per share, of Howmet International Inc., a Delaware corporation, at a price of \$20.00 per Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 18, 2000 (the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with all amendments or supplements thereto, collectively constitute the "Offer").

ITEMS 1, 4 AND 11.

Items 1, 4 and 11 are hereby amended and supplemented to add the following:

"On May 16, 2000, Alcoa announced that it extended the Offer to 6:00 p.m., New York City time, on Friday, May 19, 2000. A copy of the press release containing such announcement is filed as Exhibit (a)(9) to the Schedule TO and is incorporated herein by reference."

ITEM 12.

Item 12 is hereby amended and supplemented to add the following exhibit:

(a)(9) Press Release, dated May 16, 2000.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HMI ACQUISITION CORP.

By: /s/ BARBARA S. JEREMIAH
Name: Barbara S. Jeremiah
Title: Vice President

ALCOA INC.

By: /s/ RICHARD B. KELSON
Name: Richard B. Kelson
Title: Executive Vice President and
Chief Financial Officer

Dated: May 16, 2000

EXHIBIT INDEX

(a)(9) Press Release, dated May 16, 2000.

Editorial Contact: Bonita A. Cersosimo
Alcoa
412 553 4462

Investor Relations: Randall J. Killeen
Alcoa
412 553 2231

ALCOA EXTENDS TENDER OFFER FOR HOWMET

PITTSBURGH, May 16, 2000-- Alcoa Inc. announced today that it has extended its \$20.00 per share cash tender offer for all of the outstanding shares of Howmet International Inc. The tender offer, as extended, will expire at 6:00 p.m. Eastern Daylight Savings Time on Friday, May 19, 2000. As of the close of business on May 15, 2000, the number of shares of Howmet common stock that had been validly tendered was 800,407, including guaranteed deliveries. Alcoa's previously announced \$57 per share cash tender offer for Cordant Technologies Inc., which owns approximately 84.6% of Howmet, is scheduled to expire at 5:00 p.m. Eastern Daylight Savings Time on Friday, May 19, 2000.

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Alcoa (NYSE: AA)
Howmet (NYSE: HWM)