

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
CHARLES M. HALL
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 named herein (collectively, "Elliott"), have filed a preliminary proxy statement and accompanying proxy card with the Securities and Exchange Commission to be used to solicit votes for the election of its slate of highly-qualified director nominees at the 2017 annual meeting of shareholders of Arconic Inc., a Pennsylvania corporation.

On February 21, 2017, the following materials were posted by Elliott to www.NewArconic.com:

NEW ARCONIC

HOME SHAREHOLDER INFORMATION MEET LARRY LAWSON SHAREHOLDER NOMINEES REACTIONS CONTACT

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The views expressed on this website represent the opinions of Elliott Associates, L.P., Elliott International, L.P. and certain of their affiliates (collectively, "Elliott"), which beneficially own shares of Arconic Inc. (the "Company") and are based on publicly available information with respect to the Company. Elliott recognizes that there may be confidential information in the possession of the Company that could lead it or others to disagree with Elliott's conclusions. Elliott reserves the right to change any of its opinions expressed herein at any time as it deems appropriate and disclaims any obligation to notify the market or any other party of any such changes. Elliott disclaims any obligation to update the information or opinions contained on this website.

Certain financial projections and statements made herein have been derived or obtained from filings made with the Securities and Exchange Commission ("SEC") or other regulatory authorities and from other third party reports. Neither the Participants (as defined below) nor any of their affiliates shall be responsible or have any liability for any misinformation contained in any third party SEC or other regulatory filing or third party report. There is no assurance or guarantee with respect to the prices at which any securities of the Company will trade, and such securities may not trade at prices that may be implied herein. The estimates, projections and potential impact of the opportunities identified by Elliott herein are based on assumptions that Elliott believes to be reasonable as of the date of the materials on this website, but there can be no assurance or guarantee that actual results or performance of the Company will not differ, and such differences may be material.

The materials on this website are provided merely as information and are not intended to be, nor should they be construed as, an offer to sell or a solicitation of an offer to buy any security. These materials do not recommend the purchase or sale of any security. Elliott currently beneficially owns shares of the Company. It is possible that there will be developments in the future that cause Elliott from time to time to sell all or a portion of its holdings of the Company in open market transactions or otherwise (including via short sales), buy additional shares (in open market or privately negotiated transactions or otherwise), or trade in options, puts, calls or other derivative instruments relating to such shares.

Although Elliott believes the statements made in this website are substantially accurate in all material respects and does not omit to state material facts necessary to make those statements not misleading, Elliott makes no representation or warranty, express or implied, as to the accuracy or completeness of those statements or any other written or oral communication it makes with respect to the Company and any other companies mentioned, and Elliott expressly disclaims any liability relating to those statements or communications (or any inaccuracies or omissions therein). Thus, shareholders and others should conduct their own independent investigation and analysis of those statements and communications and of the Company and any other companies to which those statements or communications may be relevant.

This website may contain links to articles and/or videos (collectively, "Media"). The view and opinions expressed in such Media are those of the author(s)/speaker(s) referenced or quoted in such Media and, unless specifically noted otherwise, do not necessarily represent the opinion of Elliott.

This website may be deemed to constitute solicitation material and is intended solely to inform shareholders so that they may make an informed decision regarding the proxy solicitation, as explained in greater detail below.

Cautionary Statement Regarding Forward-Looking Statements

The materials on this website contain forward-looking statements. All statements contained herein that are not clearly historical in nature or that necessarily depend on future events are forward-looking, and the words "anticipate," "believe," "expect," "potential," "opportunity," "estimate," "plan," and similar expressions are generally intended to identify forward-looking statements. The projected results and statements contained herein that are not historical facts are based on current expectations, speak only as of the date of these materials and involve risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such projected results and statements. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of Elliott. Although Elliott believes that the assumptions underlying the projected results or forward-looking statements are reasonable as of the date of these materials, any of the assumptions could be inaccurate and therefore, there can be no assurance that the projected results or forward-looking statements included herein will prove to be accurate. In light of the significant uncertainties inherent in the projected results and forward-looking statements included herein, the inclusion of such information should not be regarded as a representation as to future results or that the objectives and strategic initiatives expressed or implied by such projected results and forward-looking statements will be achieved. Elliott will not undertake and specifically declines any obligation to disclose the results of any revisions that may be made to any projected results or forward-looking statements herein to reflect events or circumstances after the date of such projected results or statements or to reflect the occurrence of anticipated or unanticipated events.

CERTAIN INFORMATION CONCERNING PARTICIPANTS

Elliott and the other Participants named herein have filed a preliminary proxy statement and accompanying proxy card with the SEC to be used to solicit votes for the election of its slate of highly-qualified director nominees at the Company's 2017 annual meeting of shareholders.

ELLIOTT STRONGLY ADVISES ALL SHAREHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE PARTICIPANTS IN THIS PROXY SOLICITATION WILL PROVIDE COPIES OF THE PROXY STATEMENT WITHOUT CHARGE, WHEN AVAILABLE, UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS' PROXY SOLICITOR, Okapi Partners LLC, AT ITS TOLL-FREE NUMBER (877) 869-0171 or via email at info@okapipartners.com.

The "Participants" in the proxy solicitation are Elliott Associates, L.P., a Delaware limited partnership ("Elliott Associates"), Elliott International, L.P., a Cayman Islands limited partnership ("Elliott International"), Paul E. Singer ("Singer"), Elliott Capital Advisors, L.P., a Delaware limited partnership ("Capital Advisors"), Elliott Special GP, LLC, a Delaware limited liability company ("Special GP"), Braxton Associates, Inc., a Delaware corporation ("Braxton"), Elliott Asset Management LLC, a Delaware limited liability company ("Asset Management"), Elliott International Capital Advisors Inc., a Delaware corporation ("EICA"), Hambledon, Inc., a Cayman Islands corporation ("Hambledon"), Elliott Management Corporation, a Delaware corporation ("EMC"), The Liverpool Limited Partnership, a Bermuda limited partnership ("Liverpool"), Liverpool Associates Ltd., a Bermuda company ("Liverpool Associates"), Larry A. Lawson, Christopher L. Ayers, Elmer L. Doty, Charles M. Hall, Bernd F. Kessler and Patrice E. Merrin.

As of the close of business on February 17, 2017, Elliott Associates, Elliott International and their affiliates beneficially owned 48,652,133 shares of common stock, \$1.00 par value per share, of the Company (the "Common Stock"), representing approximately 11.1% of the outstanding shares of Common Stock. As of the close of business on February 17, 2017, Elliott Associates beneficially owned 15,568,682 shares of Common Stock (including

8,002,092 shares of Common Stock owned directly by Liverpool, a wholly-owned subsidiary of Elliott Associates), constituting approximately 3.6% of the shares of Common Stock outstanding, and Elliott International beneficially owned 33,083,451 shares of Common Stock, constituting approximately 7.5% of the shares of Common Stock outstanding. EICA, as the investment manager of Elliott International, may be deemed to beneficially own the 33,083,451 shares of Common Stock beneficially owned by Elliott International, constituting approximately 7.5% of the shares of Common Stock outstanding. As of the close of business on February 17, 2017, Mr. Ayers beneficially owned 100 shares of Common Stock. As of the close of business on February 17, 2017, none of Messrs. Lawson, Doty, Hall or Kessler or Ms. Merrin beneficially owned any shares of Common Stock.

In addition, (i) Singer, and Capital Advisors and Special GP, which are controlled by Singer, are the general partners of Elliott Associates and may all be deemed to beneficially own the shares of Common Stock held by Elliott Associates, (ii) Singer, Braxton and Asset Management are the general partners of Capital Advisors and may be deemed to beneficially own the shares of Common Stock held by Elliott Associates, (iii) Liverpool Partnership is a wholly-owned subsidiary of Elliott Associates, and Liverpool Associates is a wholly-owned subsidiary of Elliott Associates and is the sole general partner of Liverpool Partnership and may be deemed to beneficially own the shares of Common Stock held by Liverpool Partnership, and (iv) EICA, as investment manager of Elliott International, and Hambledon, which is also controlled by Singer, as the sole general partner of Elliott International, and Singer, may be deemed to beneficially own the shares of Common Stock held by Elliott International. EMC provides management services to Elliott Associates, Elliott International and their affiliates.

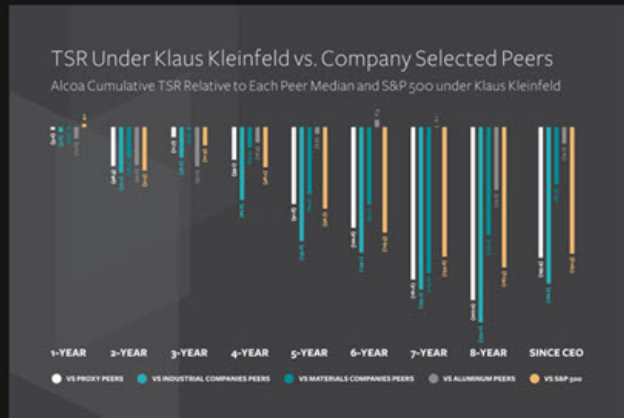
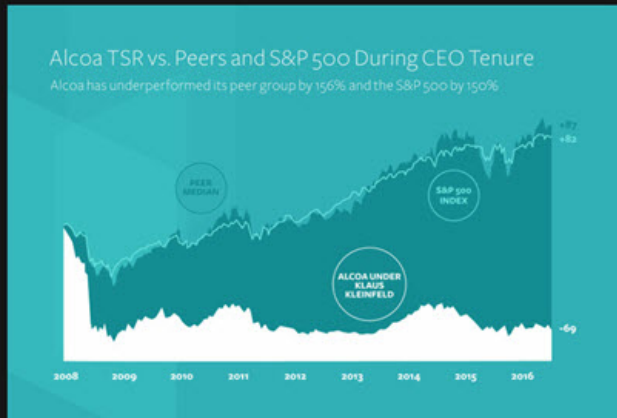
Elliott Associates, through Liverpool, and Elliott International have entered into notional principal amount derivative agreements (the "Derivative Agreements") in the form of cash settled swaps with respect to 2,324,005 and 4,938,512 shares of Common Stock, respectively (representing economic exposure comparable to less than 1% and approximately 1.1% of the shares of Common Stock of the Company, respectively). Collectively, the Derivative Agreements held by such parties represent economic exposure comparable to an interest in approximately 1.7% of the shares of Common Stock. The Derivative Agreements provide Elliott Associates and Elliott International with economic results that are comparable to the economic results of ownership but do not provide them with the power to vote or direct the voting or dispose of or direct the disposition of the shares that are referenced in the Derivative Agreements (such shares, the "Subject Shares"). Each of Elliott Associates, Elliott International and their affiliates disclaim beneficial ownership in the Subject Shares.

This communication is not a solicitation of a proxy, which may be done only pursuant to a definitive proxy statement.

NEW INFOGRAPHIC:
 Dr. Kleinfeld suggested Arconic shareholders "look at the track record." So we did.

[CLICK HERE TO SEE WHAT WE FOUND](#)

Arconic operates a world-class collection of assets that if managed properly, with prudent reinvestment of capital, should produce substantial returns for its shareholder owners. However, current management's persistent failure at these tasks for nearly a decade has destroyed considerable shareholder value. **We believe a change of leadership is required to improve performance at Arconic today.**



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.



MEET LARRY LAWSON

Mr. Lawson brings a track record of operational excellence and outstanding shareholder returns.



Larry A. Lawson, age 58, most recently served as President, Chief Executive Officer and a director of Spirit AeroSystems Holdings, Inc. (NYSE:SPR) ("Spirit"), the largest Tier 1 designer and manufacturer of metal and carbon fiber aero-structures for commercial and military aircraft, from April 2013 through July 2016.

Prior to joining Spirit, Mr. Lawson held various positions with Lockheed Martin Corporation (NYSE: LMT) and its predecessor companies ("Lockheed"), a global aerospace, defense, security and advanced technologies company, from August 1986 until April 2013, his last position being Executive Vice President, President of Lockheed Martin Aeronautics, where he led Lockheed's military aircraft business. Some of Mr. Lawson's prior positions with Lockheed include Executive Vice President and General Manager of the F-35 Lightning II program (April 2010 to August 2012), Executive Vice President and General Manager of the F-22 Raptor program (August 2004 to April 2010), Vice President Corporate Business Development and Vice President Lockheed Martin Airforce Missiles program. Mr. Lawson began his career in 1980 with McDonnell Douglas Corp., a former aerospace manufacturing corporation and defense contractor.

Mr. Lawson's accolades include being recognized in June 2016 by Ernst and Young as the Entrepreneur of the Year for the Southwest for his work at Spirit and honored with the National Volunteer Leadership Award by the American Diabetes Association in 2015. Mr. Lawson earned his Master's of Science in Electrical Engineering from the University of Missouri, Bachelor of Science in Electrical Engineering from Lawrence Technological University, is a graduate of the Harvard Business School Advanced Management Program and is an MIT Seminar XXI Fellow.

Elliott believes that Mr. Lawson's extensive executive leadership experience with multinational aerospace and manufacturing companies, where he gained significant knowledge relative to aircraft manufacturing, business development, engineering operations, international marketing and performance-based logistics, give him the ideal set of skills needed to turnaround Arconic's woefully and continually underperforming business.



Relevant Experience

- Business executive possessing extensive leadership experience with multinational aerospace and manufacturing companies
- Former President, Chief Executive Officer and director of Spirit AeroSystems Holdings (NYSE:SPR)
- Spearheaded Spirit's transformation that resulted in 300% increase in its market capitalization under his leadership
- Former senior executive of Lockheed Martin (NYSE:LMT) and its predecessor companies
- Recognized as the Entrepreneur of the Year for the Southwest by Ernst and Young in June 2016

[LEARN MORE ABOUT LARRY LAWSON](#)

[LOOK AT THE TRACK RECORD](#)

MORE ABOUT LARRY LAWSON

Mr. Lawson brings a track record of operational excellence and outstanding shareholder returns.



"SPR shares are up strongly since new CEO Larry Lawson's arrival, a pattern we've seen elsewhere in the industry whenever investors seem to believe that a management change is the best possible catalyst for a turnaround in performance." – Barclays, 8/13/13

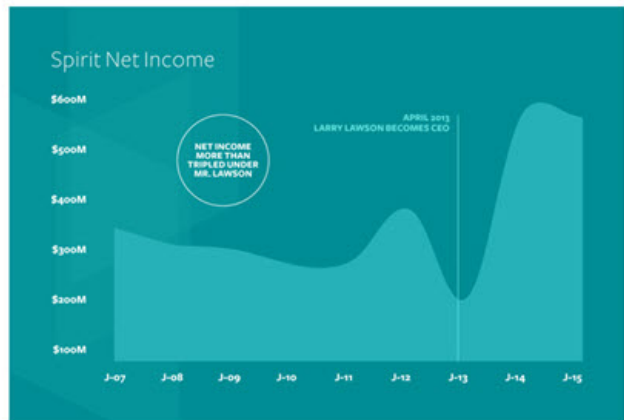
"SPR stock is up over 160% since Larry Lawson was named president and CEO of the company on March 19, 2013 effective April 6, 2013. Sentiment for SPR has improved as the company focused on controlling costs, generating positive free cash flow, and divesting the problematic G650 and G280 wing programs in Tulsa. In our view, market expectation for performance is now significantly higher for SPR than with the previous management team." – BAML, 4/30/15

"Over the past three years SPR, under the leadership of CEO Larry Lawson, has dramatically turned around the business." – Wolfe, 4/29/16

"SPR has returned nearly 200% since naming Larry Lawson CEO in March 2013 vs. nearly 40% for the S&P 500..." – JP Morgan, 7/14/15

"Simply put, shareholders love Larry Lawson. Why? Probably because he delivers results and that's almost all that shareholders care about." – Barclays, 6/9/16

"[H]e is a tough change agent with unrelenting demands on performance improvements. As such, we're beginning to conclude that he might be just what SPR always needed." – Barclays, 12/18/13



LOOK AT THE TRACK RECORD

BACK TO FULL BIO

LOOK AT THE TRACK RECORD

Dr. Kleinfeld suggested Arconic shareholders "look at the track record." So we did.

"Look at the Track Record."



LARRY LAWSON

CEO AND PRESIDENT,
SPIRIT AEROSYSTEMS HOLDINGS INC. 2013 - 2016



KLAUS KLEINFELD

CEO AND PRESIDENT,
ALCOA/ARCONIC INC. 2008 - PRESENT

Financial

LARRY LAWSON

KLAUS KLEINFELD

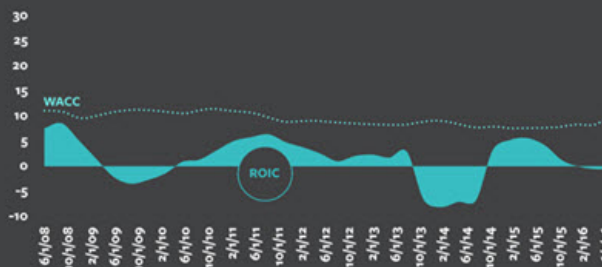
CEO TSR RANK VERSUS PROXY PEERS

TOP QUARTILE

WORST



Klaus Kleinfeld - ROIC vs. WACC



Larry Lawson - ROIC vs. WACC



Experience Before SPR/ARNC Respectively

LARRY LAWSON	KLAUS KLEINFELD
AEROSPACE INDUSTRY OPERATING EXPERIENCE	
<p>Lockheed Martin: Executive Vice President and General Manager of the F-35 Lightning II program (April 2010 to August 2012), Executive Vice President and General Manager of the F-22 Raptor program (August 2004 to April 2010), Vice President Corporate Business Development, and Vice President Lockheed Martin Airforce Missiles program</p> <p>McDonnell Douglas: Flight Control Engineer of the F-15 Eagle program</p>	None

Governance

	SPR UNDER LARRY LAWSON	AA UNDER KLAUS KLEINFELD
BOARD	Annually Elected	Classified
CEO OUTSIDE BOARDS	0	2
CHAIRMAN	Independent / Separated from CEO	Combined
SHAREHOLDER RIGHTS	Majority (50%) to amend charter	Super majority voting (80% of outstanding) to amend charter
STATE INCORPORATED	Delaware	Pennsylvania

* Klaus Kleinfeld, CNBC, Feb. 1, 2017

[LEARN MORE ABOUT LARRY LAWSON](#)

[BACK TO FULL BIO](#)

CERTAIN INFORMATION CONCERNING THE PARTICIPANTS

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