
**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): January 9, 2013 (January 4, 2013)

ALCOA INC.

(Exact name of Registrant as specified in its charter)

Pennsylvania
(State or Other Jurisdiction
of Incorporation)

1-3610
(Commission
File Number)

25-0317820
(I.R.S. Employer
Identification Number)

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

10022-4608
(Zip Code)

Office of Investor Relations 212-836-2674
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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Retirement of Principal Financial Officer

(b) On January 4, 2013, Charles D. McLane, Jr., Executive Vice President and Chief Financial Officer of Alcoa Inc. (the "Company"), informed the Company that he had decided to retire effective August 1, 2013 after a 40-year career with the Company.

Appointment of New Principal Financial Officer

(c) On January 8, 2013, the Company announced that William F. Oplinger, 45, will become Chief Financial Officer of the Company effective April 1, 2013, succeeding Mr. McLane. Mr. Oplinger has been chief operating officer of the Company's Global Primary Products business since December 2011. He also serves on the Company's Executive Council, the senior leadership team that sets strategic direction for the Company. Since joining the Company in 2000, Mr. Oplinger has held key corporate positions in financial analysis and planning and as director of investor relations. He also has had major assignments in the Company's largest business, Global Primary Products, including controller, operational excellence director, chief financial officer, and his most recent position as chief operating officer.

Effective April 1, 2013, Mr. Oplinger's compensation will include:

- annual base salary of \$450,000;
- annual opportunity for variable cash incentive compensation of 100% of base salary if targets are met, with a maximum opportunity for exceptional performance of 200% of base salary;
- eligibility for an annual equity award (consisting of performance-based and time-vested awards) at his new job grade level as part of the normal grant cycle starting in January 2014, with the guideline for the first year grant being \$1,250,000, subject to the provisions of the plan at the time of grant; and
- other benefits provided to executive officers of the Company as described in the Company's proxy statement filed with the Securities and Exchange Commission on March 12, 2012, including coverage by the Company's Change in Control Severance Plan.

The Company will also enter into an executive severance agreement with Mr. Oplinger in the form entered into with other executive officers of the Company (filed as Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010), and an indemnity agreement in the form entered into with directors and officers of the Company (filed as Exhibit 10(j) to the Company's Annual Report on Form 10-K for the year ended December 31, 1987).

A copy of the Company's press release announcing Mr. McLane's retirement and Mr. Oplinger's appointment is attached hereto as Exhibit 99 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following is filed as an exhibit to this report:

99 Alcoa Inc. press release dated January 8, 2013.

SIGNATURES

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.

ALCOA INC.

By: /s/ Audrey Strauss

Name: Audrey Strauss

Title: Executive Vice President,
Chief Legal and Compliance Officer and
Secretary

Date: January 9, 2013

EXHIBIT INDEX

Exhibit No.

Description

99 Alcoa Inc. press release dated January 8, 2013.

January 8, 2013

**William F. Oplinger Named Alcoa Chief Financial Officer Effective April 1, 2013,
Succeeding Charles D. McLane, Jr., Who Will Retire After 40 Years With Company**

Robert Wilt To Succeed Oplinger As COO Of Global Primary Products

NEW YORK—(BUSINESS WIRE)—Alcoa (NYSE:AA) announced today that William F. Oplinger, 45, will become Chief Financial Officer effective April 1, 2013, succeeding Charles D. McLane, Jr., 59, who plans to retire after a 40-year career with the company.

“Chuck McLane has been vital to Alcoa’s success during one of the most challenging periods in the company’s history,” said Klaus Kleinfeld, Alcoa Chairman and Chief Executive Officer. “It is not easy to replace someone who has been a giant figure at Alcoa and in the aluminum industry for decades. But with his deep experience, wide-ranging business knowledge and excellent judgment, Bill Oplinger is uniquely qualified. He shares Chuck’s commitment to transparency and the highest standards of financial management, and he has established himself as a respected business leader among his peers.”

Oplinger has been Chief Operating Officer of Alcoa’s Global Primary Products business unit since December 2011. He also serves on Alcoa’s Executive Council, the senior leadership team that sets strategic direction for the company. Since joining Alcoa in 2000, Oplinger has held key corporate positions in Financial Analysis and Planning and as Director of Investor Relations. He also has had major assignments in Alcoa’s largest business, Global Primary Products, including Controller, Operational Excellence Director, Chief Financial Officer and Chief Operating Officer.

Earlier in his career, Oplinger held engineering, customer services and business planning positions with Westinghouse and Emerson Electric. Oplinger earned a Bachelor’s Degree in Industrial Engineering from Virginia Polytechnic Institute and a Master’s Degree in Industrial Administration from Carnegie Mellon University.

McLane has been Executive Vice President and CFO since September 2007. He joined Alcoa in 2000 as Director of Investor Relations following Alcoa’s acquisition of Reynolds Metals Company. He held a series of financial assignments at Reynolds including Assistant Treasurer and Assistant Controller for the company. He also served as director of finance and administration for Reynolds’ Global Can business unit. He joined Reynolds in 1973.

Robert Wilt, 45, will succeed Oplinger as Chief Operating Officer of Global Primary Products (GPP) and will also serve on Alcoa’s Executive Council. Currently President of Alcoa’s U.S. Primary Products business, Wilt joined Alcoa in 1999 as Superintendent at the company’s U.S. Metals operations in Alcoa, TN. He became Plant Manager at Alcoa’s Wenatchee, WA, smelting facility in 2001, then served as Vice President of Energy Development and Vice President of

Operational Excellence for GPP before being named to his present position in 2009. Prior to joining Alcoa, Wilt served as a United States Army officer. He was also a Senior Consultant to the Atlanta Olympics Committee. Wilt earned a Bachelor's Degree in Engineering Management from the United States Military Academy at West Point and a Master's Degree in Business Administration from Harvard University.

About Alcoa

Alcoa is the world's leading producer of primary and fabricated aluminum, as well as the world's largest miner of bauxite and refiner of alumina. In addition to inventing the modern-day aluminum industry, Alcoa innovation has been behind major milestones in the aerospace, automotive, packaging, building and construction, commercial transportation, consumer electronics and industrial markets over the past 125 years. Among the solutions Alcoa markets are flat-rolled products, hard alloy extrusions, and forgings, as well as Alcoa® wheels, fastening systems, precision and investment castings, and building systems in addition to its expertise in other light metals such as titanium and nickel-based super alloys. Sustainability is an integral part of Alcoa's operating practices and the product design and engineering it provides to customers. Alcoa has been a member of the Dow Jones Sustainability Index for 11 consecutive years and approximately 75 percent of all of the aluminum ever produced since 1888 is still in active use today. Alcoa employs approximately 61,000 people in 31 countries across the world. For more information, visit www.alcoa.com and follow @Alcoa on [Twitter](https://twitter.com/Alcoa) at twitter.com/Alcoa.