
**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): March 6, 2017 (March 1, 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
(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 212-836-2758
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))
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Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On March 1, 2017, Martin S. Sorrell notified the Board of Directors (the “Board”) of Arconic Inc. (the “Company”) that he had decided to not stand for re-election and resign from the Board, effective March 10, 2017, in order to devote additional time to his business interests.

Upon the recommendation of its Governance and Nominating Committee, on March 1, 2017, the Board appointed David P. Hess, former Executive Vice President and Chief Customer Officer for Aerospace of United Technologies Corporation, as a new director to fill the vacancy resulting from Mr. Sorrell’s resignation, effective March 10, 2017. Mr. Hess’s term will expire at the time of the Company’s 2017 annual meeting of shareholders, at which the Company will nominate him for re-election to the Board. Mr. Hess will be appointed to serve on one or more Board committees at a later date.

Mr. Hess will receive compensation for his service on the Board pursuant to the compensation program for the Company’s non-employee directors, as in effect from time to time during his service on the Board. The Company’s current non-employee director compensation program is described on pages 28-30 of the Company’s preliminary proxy statement filed with the Securities and Exchange Commission on March 2, 2017. In addition, the Company will enter into an indemnity agreement with Mr. Hess, in the form approved in principle by the Company’s shareholders and which the Company has entered into with each of its directors to supplement the indemnification coverage provided by the Company’s Articles of Incorporation and By-Laws and the Pennsylvania Business Corporation Law. (See Form of Indemnity Agreement between the Company and individual directors or officers, incorporated by reference to exhibit 10(j) to the Company’s Annual Report on Form 10-K (Commission file number 1-3610) for the year ended December 31, 1987.)

The Company announced the appointment of Mr. Hess and the resignation of Mr. Sorrell in a press release, attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 8.01. Other Information.

The press release dated March 2, 2017 and attached hereto as Exhibit 99.1 is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

The following is filed as an exhibit to this report:

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|-------------------------------------|
| 99.1 | Press Release, dated March 2, 2017. |

Important Additional Information

Arconic Inc. (“Arconic”) has filed a preliminary proxy statement and form of associated WHITE proxy card with the Securities and Exchange Commission (the “SEC”) in connection with the solicitation of proxies for Arconic’s 2017 Annual Meeting (the “Preliminary Proxy Statement”). Arconic, its directors and certain of its executive officers will be deemed participants in the solicitation of proxies from shareholders in respect of the 2017 Annual Meeting. Information regarding the names of Arconic’s directors and executive officers and their respective interests in Arconic by security holdings or otherwise is set forth in the Preliminary Proxy Statement. To the extent holdings of such participants in Arconic’s securities are not reported, or have changed since the amounts described, in the Preliminary Proxy Statement, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. Details concerning the nominees of Arconic’s Board of Directors for election at the 2017 Annual Meeting are included in the Preliminary Proxy Statement. BEFORE MAKING ANY VOTING DECISION, INVESTORS AND SHAREHOLDERS OF THE COMPANY ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING THE

COMPANY'S DEFINITIVE PROXY STATEMENT AND ANY SUPPLEMENTS THERETO AND ACCOMPANYING WHITE PROXY CARD WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and shareholders will be able to obtain a copy of any proxy statement and other documents filed by Arconic free of charge from the SEC's website, www.sec.gov. Arconic's shareholders will also be able to obtain, without charge, a copy of any proxy statement and other documents filed by Arconic by directing a request by mail to Arconic, Corporate Secretary's Office, 390 Park Avenue, New York, New York 10022-4608, by calling Arconic's proxy solicitor, Innisfree M&A Incorporated, toll-free at 1-877-750-5836, or from Arconic's website at www.arconic.com.

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.

ARCONIC INC.

By: /s/ Katherine H. Ramundo

Name: Katherine H. Ramundo

Title: Executive Vice President, Chief Legal Officer and
Secretary

Date: March 6, 2017

EXHIBIT INDEX

Exhibit
Number

Description

99.1 Press Release, dated March 2, 2017.

**FOR IMMEDIATE RELEASE**

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**Arconic Announces Appointment of David P. Hess
to Board of Directors**

Announces Corporate Governance Enhancements

NEW YORK, March 2, 2017 – Arconic Inc. (NYSE: ARNC) announced today that its Board of Directors has appointed David P. Hess, former Executive Vice President and Chief Customer Officer, Aerospace, of United Technologies Corporation (UTC), to serve as an independent director on the Board, effective March 10, 2017.

Mr. Hess has nearly 40 years of experience in the aerospace industry, including as President of Pratt & Whitney, a division of UTC, from 2009 to 2014, where he was responsible for global operations in the design, manufacture and service of aircraft engines for commercial and military aircraft. Prior to his time at Pratt & Whitney, Mr. Hess served as President of Hamilton Sundstrand, an aerospace and industrial product manufacturer and another division of UTC, where he began his professional career in 1979.

Sir Martin Sorrell has notified the Board of his decision to not stand for re-election and resign as a director, effective March 10, 2017, in order to devote additional time to his business interests. Mr. Hess will fill the vacancy resulting from Sir Martin's resignation. With these changes, the Arconic Board comprises 13 directors, 12 of whom are independent and seven of whom were appointed after February 1, 2016.

"We are pleased to welcome David Hess to the Arconic Board. David brings extensive knowledge in aerospace and defense markets, which are critically important to our success," said Klaus Kleinfeld, Chairman and Chief Executive Officer.

"On behalf of the Board of Directors and management team, I want to express our sincere thanks to Sir Martin for his many years of dedicated service to Alcoa and Arconic," concluded Mr. Kleinfeld.

Lead Independent Director and Governance and Nominating Committee Chair, Pat Russo, said, “Since February 2016, the majority of the Arconic Board has been refreshed with seven new independent Directors. The Board’s current composition ensures in-depth company knowledge, fresh perspectives, as well as relevant skills and expertise.”

Mr. Hess’s term will expire at the Company’s 2017 annual meeting of shareholders, at which the Company will nominate him for re-election to the Board.

Corporate Governance Enhancements

In addition, the Company announced that it intends to file a preliminary proxy statement today with the U.S. Securities and Exchange Commission with respect to the 2017 annual meeting of shareholders. In light of Arconic’s new beginning as a standalone public company, the Arconic Board has taken a number of steps to enhance and tailor the Company’s governance practices.

Such actions include, among other changes:

- The addition of three new independent directors to the Board in November 2016, at the time of the separation, in addition to the appointment of Mr. Hess
- Amendments to the Company’s By-laws to provide eligible shareholders with a “proxy access” mechanism for nominating director candidates
- A proposal to be submitted for shareholder approval to declassify the Board structure. If such proposal fails to receive the requisite supermajority vote, the Board intends to take actions necessary so that all directors are subject to annual elections by no later than the 2018 annual meeting of shareholders; this could be achieved by seeking shareholder approval to reincorporate the Company in Delaware
- A proposal to be submitted for shareholder approval to eliminate supermajority vote requirements in the Company’s Articles of Incorporation
- The creation of a Finance Committee of the Board that will enhance the Board’s oversight of finance matters including capital expenditures and M&A
- Amendments to the Company’s Change in Control Severance Plan that reduce the level of severance benefits and eliminate certain grandfathered benefits
- Changes to the Company’s executive compensation structure based on feedback from shareholders and benchmarking analysis
- An enhanced shareholder engagement program involving independent directors

The independent directors of the Board also issued a letter today expressing their views on the Company’s strategy, leadership and governance ([link here](#)).

About Arconic

Arconic Inc. (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.

Forward-Looking Statements

This communication 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,” “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, including, without limitation, forecasts relating to the growth of the aerospace, automotive, commercial transportation and other end markets; statements and guidance regarding future financial results or operating performance; statements about Arconic’s strategies, outlook, business and financial prospects; and statements regarding potential share gains. 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 from restructuring programs and productivity improvement, cash sustainability, technology advancements, and other initiatives; (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) political, economic, and regulatory risks in the countries in which Arconic operates or sells products; (h) the impact of the separation on the businesses of Arconic; (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; and (l) the other 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.

Important Additional Information

Arconic Inc. (“Arconic”) intends to file a proxy statement and associated WHITE proxy card with the Securities and Exchange Commission (the “SEC”) in connection with the solicitation of proxies for Arconic’s 2017 Annual Meeting (the “Proxy Statement”). Arconic, its directors and certain of its executive officers will be participants in the solicitation of proxies from shareholders in respect of the 2017 Annual Meeting. Information regarding the names of Arconic’s directors and executive officers and their respective interests in Arconic by security holdings or otherwise is set forth in Arconic’s Annual Report on Form 10-K, for the fiscal year ended December 31, 2016, and the proxy statement of Alcoa Inc., which was Arconic’s former name, for the 2016 Annual Meeting, filed with the SEC on March 24, 2016. To the extent holdings of such participants in Arconic’s securities are not reported, or have changed since the amounts described, in the 2016 proxy statement, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. Details concerning the nominees of Arconic’s Board of Directors for election at the 2017 Annual Meeting will be included in the Proxy Statement. **BEFORE MAKING ANY VOTING DECISION, INVESTORS AND SHAREHOLDERS OF THE COMPANY ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING THE COMPANY’S DEFINITIVE PROXY STATEMENT AND ANY SUPPLEMENTS THERETO, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Investors and shareholders will be able to obtain a copy of the definitive proxy statement and other documents filed by Arconic free of charge from the SEC’s website, www.sec.gov. Arconic’s shareholders will also be able to obtain, without charge, a copy of the definitive Proxy Statement and other relevant filed documents by directing a request by mail to Arconic, Corporate Secretary’s Office, 390 Park Avenue, New York, New York 10022-4608, by calling Arconic’s proxy solicitor, Innisfree M&A Incorporated, toll-free at 1-877-750-5836, or from Arconic’s website at www.arconic.com.