
**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): October 7, 2016 (October 5, 2016)

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 5.07. Submission of Matters to a Vote of Security Holders.

(a) Alcoa Inc. (“Alcoa”) held a special meeting of shareholders on October 5, 2016.

(b) Set forth below are the results for each of the matters submitted to a vote of the shareholders. As of the August 3, 2016 record date for the special meeting, there were 1,315,379,801 shares of Alcoa common stock, par value of \$1.00 per share (“Common Stock”), outstanding and entitled to vote. Of this amount, there were 1,075,430,156 shares of Common Stock represented in person or by proxy at the special meeting.

Item 1. The proposal to authorize Alcoa’s Board of Directors to effect a reverse stock split of the outstanding shares of Common Stock, at a reverse stock split ratio of 1-for-3 (the “Reverse Stock Split”), was approved based upon the following votes:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
1,016,530,805	53,916,299	4,983,052

Item 2. The proposal to adopt a corresponding amendment (the “Articles of Amendment”) to Alcoa’s Articles of Incorporation to effect the Reverse Stock Split and to reduce proportionately the total number of shares of Common Stock that Alcoa is authorized to issue (the “Authorized Share Count Reduction”), was approved based upon the following votes:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
1,017,543,624	52,662,067	5,224,465

Item 8.01. Other Events.

On October 5, 2016, Alcoa filed the Articles of Amendment with the Pennsylvania Department of State to make effective the Reverse Stock Split and the Authorized Share Count Reduction. The Articles of Amendment became effective at 5:00 p.m. Eastern Time on October 5, 2016 (the “Effective Time”).

At the Effective Time, each holder of Common Stock received, for every three shares of Common Stock held prior to the Effective Time, one share of Common Stock, except that no fractional shares were issued in connection with the Reverse Stock Split. Instead, each shareholder otherwise entitled to receive a fractional share is entitled to receive cash in lieu of fractional shares.

The foregoing summary of the Articles of Amendment is qualified in its entirety by reference to the full text of the Articles of Amendment, which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

At the market open on October 6, 2016, the Common Stock will continue to trade on the New York Stock Exchange under the symbol “AA,” but will be assigned a new CUSIP number (013817507) and will trade on a split-adjusted basis. At the Effective Time, the Authorized Share Count Reduction resulted in a reduction of the total number of shares of Common Stock that Alcoa is authorized to issue from 1,800,000,000 to 600,000,000.

On October 5, 2016, Alcoa issued a press release announcing shareholder approval and the completion of the Reverse Stock Split. A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following are filed as exhibits to this report:

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Amendment to the Articles of Incorporation of Alcoa Inc.
99.1	Press release of Alcoa Inc., dated October 5, 2016.

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 Officer and Secretary

Date: October 7, 2016

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<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Amendment to the Articles of Incorporation of Alcoa Inc.
99.1	Press release of Alcoa Inc., dated October 5, 2016.

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ALCOA INC.**

Alcoa Inc. (the "Corporation"), for the purpose of amending its Amended and Restated Articles of Incorporation (the "Articles of Incorporation") pursuant to Sections 1915 and 1916 of the Pennsylvania Business Corporation Law of 1988, as amended (the "PBCL"), does hereby certify as follows:

FIRST: The name of the Corporation is Alcoa Inc. and the address of the Corporation's current registered office is c/o CT Corporation System, Dauphin County, Pennsylvania.

SECOND: The Corporation was incorporated under the Act of April 29, 1874 on September 18, 1888.

THIRD: The first sentence of Article FIFTH of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

"The authorized capital stock of the corporation shall be 660,000 shares of Serial Preferred Stock of the par value of \$100 per share, 10,000,000 shares of Class B Serial Preferred Stock of the par value of \$1.00 per share and 600,000,000 shares of Common Stock of the par value of \$1.00 per share.

Upon the filing (the "Effective Time") of the Articles of Amendment effecting the adoption of the authorized capital set forth in the immediately preceding sentence, each three (3) shares of the corporation's Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without further action on the part of the corporation or any holder thereof, be reclassified, combined, converted and changed into one (1) fully paid and nonassessable share of Common Stock of the par value of \$1.00 per share, subject to the treatment of fractional share interests as described below. The reclassification of the Common Stock pursuant to the Articles of Amendment will be deemed to occur at the Effective Time. From and after the Effective Time, certificates representing Common Stock prior to such reclassification shall represent the number of shares of Common Stock into which such Common Stock prior to such reclassification shall have been reclassified pursuant to the Articles of Amendment. No fractional shares shall be issued upon the effectiveness of the Articles of Amendment and, in lieu thereof, the corporation's transfer agent shall aggregate all fractional shares and sell them as soon as practicable after the Effective Time at the then-prevailing prices on the open market, on behalf of those shareholders who would otherwise be entitled to receive a fractional share, and after the transfer agent's completion of such sale, shareholders shall receive a cash payment from the transfer agent in an amount equal to their respective pro rata shares of the total net proceeds of that sale."

FOURTH: The Corporation hereby certifies that the amendment set forth in these Articles of Amendment has been duly adopted by Corporation's Board of Directors and shareholders in accordance with the provisions of Sections 1912 and 1914 of the PBCL.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be duly executed in its corporate name by a duly authorized officer this 5th day of October, 2016.

ALCOA INC.

By: /s/ Audrey Strauss

Name: Audrey Strauss

Title: Chief Legal Officer

FOR IMMEDIATE RELEASE

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Alcoa Inc. Completes 1-for-3 Reverse Stock Split

New York, October 5, 2016 – Alcoa Inc. (NYSE:AA) announced today that it has completed the previously-announced reverse stock split of Alcoa Inc. common stock at a ratio of 1 for 3 and a proportionate reduction in the number of authorized shares of its common stock, from 1,800,000,000 shares to 600,000,000 shares.

The reverse stock split and authorized share reduction were approved by Alcoa shareholders at a special shareholder meeting earlier today. The applicable articles of amendment were filed in the Pennsylvania Department of State on October 5, 2016.

Alcoa Inc. common stock will begin trading on a split-adjusted basis at market open on October 6, 2016. Alcoa Inc. common stock will continue to trade on the New York Stock Exchange under the symbol “AA,” although a new CUSIP number (013817507) has been assigned to it as a result of the reverse stock split.

No fractional shares have been issued in connection with the reverse stock split. Shareholders otherwise entitled to receive fractional share(s) as a result of the reverse stock split will receive cash payments in lieu of such shares.

Additional information about the reverse stock split can be found in Alcoa’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission (the “SEC”), available free of charge at the SEC’s website, www.sec.gov, or at Alcoa’s website, www.alcoa.com.

Dissemination of Company Information

Alcoa intends to make future announcements regarding Company developments and financial performance through its website at www.alcoa.com.

About Alcoa

A global leader in lightweight metals technology, engineering and manufacturing, Alcoa innovates multi-material solutions that advance our world. Our technologies enhance transportation, from automotive and commercial transport to air and space travel, and improve industrial and consumer electronics products. We enable smart buildings, sustainable food and beverage packaging, high-performance defense vehicles across air, land and sea, deeper oil and gas drilling and more efficient power generation. We pioneered the aluminum industry over 125 years ago, and today, our approximately 57,000 people in 30 countries deliver value-add products made of titanium, nickel and aluminum, and produce best-in-class bauxite, alumina and primary aluminum products. For more information, visit www.alcoa.com, follow @Alcoa on Twitter at www.twitter.com/Alcoa and follow us on Facebook at www.facebook.com/Alcoa.

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,” “intends,” “may,” “outlook,” “plans,” “projects,” “seeks,” “sees,” “should,” “targets,” “will,” “would,” or other words of similar meaning. All statements that reflect the Company’s expectations, assumptions or projections about the future, other than statements of historical fact, are forward-looking statements, including, without limitation, statements regarding the separation transaction. 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 the Company 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. The Company 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.