

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ARCONIC INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

25-0317820
(I.R.S. Employer
Identification No.)

201 Isabella Street, Suite 200
Pittsburgh, Pennsylvania 15212-5872
(Address of principal executive offices, including zip code)

2013 Arconic Stock Incentive Plan, as Amended and Restated
(Full Title of the Plan)

Katherine H. Ramundo
Executive Vice President, Chief Legal Officer and Secretary
390 Park Avenue
New York, NY 10022-4608
(Name and Address of Agent for Service)

(212) 836-2732
(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Calculation of Registration Fee

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Common Stock, \$1.00 par value per share	20,000,000	\$ 22.84	\$ 456,800,000	\$ 55,364.16

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional securities that may be offered or issued pursuant to the 2013 Arconic Stock Incentive Plan, as Amended and Restated to prevent dilution as a result of adjustments for stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to 457(c) and 457(h) of the Securities Act, and based on the average of the high and low prices of shares of Arconic Inc.'s common stock, \$1.00 par value per share, reported on the New York Stock Exchange on June 17, 2019.

REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed by Arconic Inc. (the "Company") in order to register an additional 20,000,000 shares (increased from 46,666,666 shares for a total of up to 66,666,666 shares) of its common stock, par value \$1.00 per share, which are securities of the same class and relate to the same employee benefit plan, the 2013 Arconic Stock Incentive Plan, as Amended and Restated, as those shares registered on the Company's Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the "SEC") on June 24, 2016 (Registration No. 333-212246, as amended by post-effective amendment filed on January 5, 2018) and on July 10, 2013 (Registration No. 333-189882, as amended by post-effective amendment filed on January 5, 2018) (collectively, "Prior Registration Statements").

Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. Exhibits.

The following are filed as exhibits to this Registration Statement:

Exhibit Number	Description
<u>4.1</u>	<u>Certificate of Incorporation of Arconic Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on January 4, 2018).</u>
<u>4.2</u>	<u>Bylaws of Arconic Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed with the SEC on January 4, 2018).</u>
<u>5.1</u>	<u>Opinion of Richards, Layton & Finger, P.A.*</u>
<u>10.1</u>	<u>2013 Arconic Stock Incentive Plan, as Amended and Restated (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on May 17, 2019).</u>
<u>15.1</u>	<u>Letter regarding unaudited interim financial information.*</u>
<u>23.1</u>	<u>Consent of PricewaterhouseCoopers LLP.*</u>
<u>23.2</u>	<u>Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5.1).*</u>
<u>24.1</u>	<u>Power of Attorney of certain directors of the Company (incorporated by reference to Exhibit 24 to the Company's Annual Report on Form 10-K for the year ended December 31, 2018, filed with the SEC on February 21, 2019).</u>

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, the Commonwealth of Pennsylvania on June 20, 2019.

ARCONIC INC.

By: /s/ Paul Myron
Paul Myron
Vice President and Controller
(Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John C. Plant</u> John C. Plant	Chairman and Chief Executive Officer; Director (Principal Executive Officer)	June 20, 2019
<u>/s/ Ken Giacobbe</u> Ken Giacobbe	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	June 20, 2019
<u>/s/ Paul Myron</u> Paul Myron	Vice President and Controller (Principal Accounting Officer)	June 20, 2019

James F. Albaugh, Amy E. Alving, Christopher L. Ayers, Elmer L. Doty, Rajiv L. Gupta, Sean O. Mahoney, David J. Miller, E. Stanley O'Neal, and Ulrich R. Schmidt, each as a Director, on June 20, 2019, by Paul Myron, their attorney-in-fact.

/s/ Paul Myron
Paul Myron, attorney-in fact

[Letterhead of Richards, Layton & Finger, P.A.]

June 20, 2019

Arconic Inc.
201 Isabella Street, Suite 200
Pittsburgh, Pennsylvania 15212-5872

Re: Form S-8 Registration Statement

Ladies and Gentlemen:

We are acting as special Delaware counsel to Arconic Inc., a Delaware corporation (the "Company"), in connection with the Form S-8 Registration Statement of the Company to be filed with the Securities and Exchange Commission on or about June 20, 2019 (the "Registration Statement") with respect to an aggregate of 20,000,000 shares (the "Shares") of common stock, \$1.00 par value per share, of the Company ("Common Stock"). In this connection you have requested our opinion as to certain matters under the General Corporation Law of the State of Delaware.

For the purpose of rendering our opinion as expressed herein, we have been furnished and have reviewed the following documents:

- (i) the Certificate of Merger of the Company, as filed with the Secretary of State of the State of Delaware (the "Secretary of State") on December 29, 2017, which includes the Certificate of Incorporation of the Company as of December 31, 2017;
 - (ii) the Bylaws of the Company as amended effective as of December 31, 2017;
 - (iii) the 2013 Arconic Stock Incentive Plan, as amended and restated on May 14, 2019 (the "Plan");
 - (iv) resolutions of the Board of Directors of the Company, dated February 12, 2019, relating to the Plan and the Shares;
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(v) resolutions of the Compensation and Benefits Committee of the Board of Directors of the Company, dated February 12, 2019, relating to the Plan and the Shares;

(vi) the Notice of Annual Meeting of Shareholders and Proxy Statement of the Company, dated March 27, 2019;

(vii) the Form 8-K of the Company, dated May 14, 2019;

(viii) the Registration Statement; and

(ix) a certificate of the Secretary of State, dated the date hereof, as to the good standing of the Company.

For purposes of this opinion, we have not reviewed any documents other than the documents listed in paragraphs (i) through (ix) above. In particular, we have not reviewed any document (other than the documents listed in paragraphs (i) through (ix) above) that is referred to in or incorporated by reference into the documents reviewed by us. We have assumed that there exists no provision in any document that we have not reviewed that is inconsistent with the opinions stated herein. We have conducted no independent factual investigation of our own but rather have relied solely upon the foregoing documents, the statements and information set forth therein and the additional matters recited or assumed herein, all of which we have assumed to be true, complete and accurate in all material respects.

With respect to all documents examined by us, we have assumed (i) the authenticity of all documents submitted to us as authentic originals, (ii) the conformity with the originals of all documents submitted to us as copies or forms, and (iii) the genuineness of all signatures.

For purposes of this opinion, we have assumed (i) the legal capacity of each natural person who is a signatory to the documents examined by us, (ii) that each of the parties to the documents examined by us has the power and authority to execute and deliver, and to perform its obligations under, such documents, (iii) that the Shares will be issued in accordance with the Plan, and (iv) that at the time the Shares are issued the number of shares of Common Stock that are then issued, subscribed for or otherwise committed for issuance, including the Shares, will not exceed the 600,000,000 shares of Common Stock the Company is authorized to issue under its Certificate of Incorporation. We have not participated in the preparation of the Registration Statement and assume no responsibility for its contents.

This opinion is limited to the laws of the State of Delaware and we have not considered and express no opinion on the laws of any other state or jurisdiction, including federal laws and rules and regulations relating thereto.

Based upon the foregoing, and upon our examination of such questions of law and statutes of the State of Delaware as we have considered necessary or appropriate, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that the Shares are duly authorized for issuance and when issued in accordance with the terms of the Plan will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In giving the foregoing consent, we do not thereby admit that we come within the category of Persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Richards, Layton & Finger, P.A.

June 20, 2019

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioners:

We are aware that our report dated May 1, 2019 on our review of interim financial information of Arconic Inc., which is included in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 is incorporated by reference in this Registration Statement on Form S-8.

Very truly yours,

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Pittsburgh, Pennsylvania

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Arconic Inc. of our report dated February 21, 2019 relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, which appears in Arconic Inc.'s Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ PricewaterhouseCoopers LLP

Pittsburgh, Pennsylvania

June 20, 2019
