

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 3 to the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed initially with the Securities and Exchange Commission on April 18, 2000, relates to the third-party tender offer by HMI Acquisition Corp. (the "Purchaser"), a Delaware corporation and a wholly owned subsidiary of Alcoa Inc., a Pennsylvania corporation, to purchase all of the shares of common stock, par value \$0.01 per share, of Howmet International Inc., a Delaware corporation, at a price of \$20.00 per Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 18, 2000 (the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with all amendments or supplements thereto, collectively constitute the "Offer").

ITEMS 1, 4 AND 11.

Items 1, 4 and 11 are hereby amended and supplemented to add the following:

"On May 22, 2000, Alcoa announced that it extended the Offer until 5:00pm Eastern Daylight Savings Time on Friday, June 2, 2000. Alcoa emphasized that it will not under any circumstances extend the Offer beyond June 2, 2000. As of the close of business on May 19, 2000, the number of Shares that had been validly tendered was 1,098,100, including guaranteed deliveries."

ITEM 12.

Item 12 is hereby amended and supplemented to add the following exhibit:

(a)(10) Press Release, dated May 22, 2000.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HMI ACQUISITION CORP.

By: /s/ Barbara S. Jeremiah

Name: Barbara S. Jeremiah

Title: Vice President

ALCOA INC.

By: /s/ Richard. B. Kelson

Name: Richard. B. Kelson

Title: Executive Vice President and
Chief Financial Officer

Dated: May 22, 2000

EXHIBIT INDEX

(a)(10) Press Release, dated May 22, 2000.

Editorial Contact: Bonita A. Cersosimo
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1 412 553 2231

ALCOA COMPLETES CASH TENDER OFFER FOR CORDANT; ANNOUNCES SUBSEQUENT
OFFERING PERIOD; AND EXTENDS TENDER OFFER FOR HOWMET

PITTSBURGH, May 22, 2000 -- Alcoa announced today the completion of its \$57 per share cash tender offer for all outstanding shares of common stock of Cordant Technologies Inc. The tender offer expired at 5:00 p.m. Eastern Daylight Savings Time (EDST) on Friday, May 19, 2000, at which time approximately 34,534,734 shares of Cordant common stock were validly tendered, including guaranteed deliveries. Payment for the shares of Cordant common stock purchased during the initial offering period will be made promptly through ChaseMellon Shareholder Services, L.L.C., the depository for the tender offer. After payment for the deposited shares, Alcoa will own approximately 93.5% of the total issued and outstanding shares of Cordant common stock.

As previously announced, Alcoa will provide a subsequent offering period of three business days for the Cordant tender offer, which begins today at 9:00 a.m. EDST and expires at 11:59 p.m. EDST on Wednesday, May 24, 2000. During this subsequent offering period, shares of Cordant will be accepted and promptly paid for as they are tendered. The same price paid during the initial offering is extended through the subsequent offering period: \$57 per share, net to the seller in cash, to Cordant stockholders. Shares that are tendered during the subsequent offering period may not be withdrawn.

Alcoa also announced today that it has extended its \$20 per share cash tender offer for all of the outstanding shares of Howmet International Inc. The tender offer, as extended, will expire at 5:00 p.m. EDST on June 2, 2000. Alcoa emphasized that it will not under any circumstances extend the Howmet offer beyond Friday, June 2, 2000. As of the close of business on May 19, 2000, the number of shares of Howmet common stock that had been validly tendered was 1,098,100, including guaranteed deliveries.

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Alcoa (NYSE: AA)
Cordant Technologies (NYSE: CDD)
Howmet International (NYSE: HWM)