

**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): December 7, 2020 (December 2, 2020)

HOWMET AEROSPACE INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

1-3610
(Commission File Number)

25-0317820
(IRS Employer
Identification No.)

201 Isabella Street, Suite 200
Pittsburgh, Pennsylvania
(Address of Principal Executive Offices)

15212-5872
(Zip Code)

Office of Investor Relations (412) 553-1950
Office of the Secretary (412) 553-1940
(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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Common Stock, par value \$1.00 per share | HWM | New York Stock Exchange |
| \$3.75 Cumulative Preferred Stock, par value \$100 per share | HWM PR | NYSE American |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Agreements of Certain Officers

On December 2, 2020, the Board of Directors (the “Board”) of Howmet Aerospace Inc. (the “Company”), upon recommendation of its Governance and Nominating Committee, increased the size of the Board from ten to eleven members and appointed Sharon R. Barner as a director of the Company, each effective as of April 1, 2021. Ms. Barner will serve on the Board’s Governance and Nominating Committee.

Ms. Barner will receive compensation for her service on the Board pursuant to the compensation program for the Company’s non-employee directors, as in effect from time to time during her service on the Board. The Company’s current non-employee director compensation program is described on pages 15-20 of its definitive proxy statement filed with the Securities and Exchange Commission (“SEC”) on April 29, 2020. In addition, the Company will enter into an indemnification agreement with Ms. Barner, which the Company has entered into with each of its directors to supplement the indemnification coverage provided by the Company’s Certificate of Incorporation and Bylaws and the Delaware General Corporation Law. (See Form of Indemnification Agreement between the Company and individual directors or officers, incorporated by reference to exhibit 10.1 to the Form 8-K filed by the Company with the SEC on January 25, 2018.)

A copy of the Company’s press release announcing the appointment of Ms. Barner to the Board is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

[99.1 Howmet Aerospace Inc. press release, dated December 3, 2020.](#)

104 The cover page of this Current Report on Form 8-K, formatted in Inline XBRL.

SIGNATURE

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.

HOWMET AEROSPACE INC.

Dated: December 7, 2020

By: /s/ Katherine H. Ramundo

Name: Katherine H. Ramundo

Title: Executive Vice President, Chief Legal Officer and Secretary



FOR IMMEDIATE RELEASE

Investor Contact

Paul T. Luther
(412) 553-1950
Paul.Luther@howmet.com

Media Contact

Paul Erwin
(412) 553-2666
Paul.Erwin@howmet.com

Howmet Aerospace Elects Sharon Barner to Board of Directors

PITTSBURGH, PA, December 3, 2020 – Howmet Aerospace Inc. announces that its Board of Directors has elected Sharon Barner, Vice-President, Chief Legal Officer and Corporate Secretary for Cummins Inc., to serve as an independent director on the Board, effective April 1, 2021.

“Sharon brings to the Howmet Board extensive business and legal perspectives that will be complementary to our current board and which are highly valued in our evolving, competitive environment,” said John C. Plant, Chairman and Co-Chief Executive Officer.

Ms. Barner has more than 30 years of experience as an international business leader and lawyer in the technology, automotive and life sciences industries. She is currently responsible for Cummins’ global legal matters, including strategic corporate initiatives, mergers and acquisitions, regulatory, and compliance. Prior to Cummins, Ms. Barner served as Deputy Under Secretary of Commerce for Intellectual Property and Deputy Director of the United States Patent and Trademark Office (USPTO) where she was responsible for patent and trademark operations. She has also practiced law at Foley & Lardner, where she was a member of the Executive Management Committee, served as Intellectual Property Department Chair, and spearheaded the establishment of the firm’s East Asia presence.

Ms. Barner holds bachelor degrees in political science and psychology from Syracuse University and a Juris Doctor degree from the University of Michigan.

She will serve on the Governance and Nominating Committee.

About Howmet Aerospace

Howmet Aerospace Inc., headquartered in Pittsburgh, Pennsylvania, is a leading global provider of advanced engineered solutions for the aerospace and transportation industries. The Company’s primary businesses focus on jet engine components, aerospace fastening systems, and titanium structural parts necessary for mission-critical performance and efficiency in aerospace and defense applications, as well as forged wheels for commercial transportation. With nearly 1,200 granted and pending patents, the Company’s differentiated technologies enable lighter, more fuel-efficient aircraft to operate with a lower carbon footprint. In 2019, the businesses of Howmet Aerospace reported annual revenue of over \$7 billion. For more information, visit www.howmet.com. Follow: [LinkedIn](#), [Twitter](#), [Instagram](#), [Facebook](#), and [YouTube](#).

Dissemination of Company Information

Howmet Aerospace intends to make future announcements regarding Company developments and financial performance through its website at www.howmet.com.