
**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): May 8, 2017 (May 2, 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
(IRS Employer
Identification No.)

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))

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

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 Principal Officers; Election of Directors; Appointment of Principal Officers.

On May 2, 2017, Ratan N. Tata notified the Board of Directors (the “Board”) of Arconic Inc. (“Arconic” or the “Company”) that he had decided to resign from the Board, effective immediately, in order to devote additional time to his business interests. As a result of his resignation, Mr. Tata’s nomination for election at the Company’s 2017 Annual Meeting of Shareholders has been withdrawn.

Item 8.01. Other Events.

On May 5, 2017, the Company announced the completion of the exchange of its remaining 12,958,767 shares of common stock of Alcoa Corporation for \$428,635,000 aggregate principal amount of Arconic debt held by Citigroup Global Markets Inc. (“Citigroup”) and Credit Suisse Securities (USA) LLC (“Credit Suisse”). The Company also purchased with cash the remainder of its debt held by Citigroup and Credit Suisse. Taken together, Arconic actions in 2017 have resulted in the Company reducing its total debt by approximately \$800 million.

A copy of the Company’s press release regarding the foregoing is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

The following is filed as an exhibit to this report:

99.1 Arconic Inc. press release issued May 5, 2017

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.

ARCONIC INC.

Dated: May 8, 2017

By: /s/ Katherine H. Ramundo
Name: Katherine H. Ramundo
Title: Executive Vice President, Chief Legal Officer and Secretary

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Arconic Inc. press release issued May 5, 2017 |

**FOR IMMEDIATE RELEASE****Investor Contact**

Patricia Figueroa
(212) 836-2758
Patricia.Figueroa@arconic.com

Media Contact

Shona Sabnis
(212) 836-2626
Shona.Sabnis@arconic.com

Arconic Completes Debt-For-Equity Exchange of Alcoa Corporation Common Stock; Reduces \$800 Million of Debt Year to Date

NEW YORK, May 5, 2017 – Arconic Inc. (NYSE: ARNC) (“Arconic” or the “Company”) today announced the completion on May 4, 2017 of the exchange of its remaining 12,958,767 shares of common stock of Alcoa Corporation (“Alcoa”) for \$428,635,000 aggregate principal amount of Arconic debt held by Citigroup Global Markets Inc. (“Citigroup”) and Credit Suisse Securities (USA) LLC (“Credit Suisse”). The debt-for-equity exchange is intended to qualify as generally tax-free to Arconic for U.S. federal income tax purposes. The completion of the debt-for-equity exchange marks Arconic’s exit of its ownership stake in Alcoa.

Arconic also today purchased with cash the remainder of the debt held by Citigroup and Credit Suisse: \$1,961,000 in aggregate principal amount of Arconic’s 6.500% Senior Notes due 2018 and \$79,517,000 in aggregate principal amount of its 6.750% Senior Notes due 2018.

Taken together, Arconic actions in 2017 have resulted in the Company reducing its total debt by approximately \$800 million. As indicated at its December 2016 Investor Day, Arconic intends to reduce its debt by \$1 billion in the first half of 2017.

About Arconic

Arconic (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](#).

Dissemination of Company Information

Arconic intends to make future announcements regarding Company developments and financial performance through its website on www.arconic.com.

Forward-Looking Statements

This release 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, statements about Arconic’s strategies, outlook, business, financial prospects, and expected use of proceeds. 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. 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.