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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

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**FORM 8-K/A**

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): February 15, 2019 (February 6, 2019)

**ARCONIC INC.**

(Exact name of registrant as specified in its charter)

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Delaware  
(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.

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## Explanatory Note

On February 6, 2019, Arconic Inc. (the “Company”) filed a Current Report on Form 8-K (the “Prior Report”) reporting the appointment of John C. Plant as Chairman and Chief Executive Officer of the Company, effective February 6, 2019, and the appointment of Elmer L. Doty as Chief Operating Officer of the Company, effective February 6, 2019. The Prior Report did not include information regarding the compensation arrangements for Messrs. Plant and Doty, because the information was unavailable at that time. Pursuant to Instruction 2 to Item 5.02 of Form 8-K, this Form 8-K/A is being filed for the purpose of providing that information.

### **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

#### ***Compensation Arrangements with Chief Executive Officer***

On February 13, 2019, the Company entered into a letter agreement with John C. Plant in connection with his appointment as Chief Executive Officer of the Company providing for a one-year term of employment commencing on February 6, 2019 (the “Effective Date”). Pursuant to the letter agreement, Mr. Plant’s compensation will consist of (i) a base salary at an annual rate of \$1,600,000; (ii) a one-time restricted stock unit award in respect of 1,000,000 shares of common stock of the Company, par value \$1.00 per share (the “Common Stock”), vesting on the first anniversary of the Effective Date, contingent on Mr. Plant’s continued service as Chief Executive Officer through such date and subject to accelerated vesting upon a termination of Mr. Plant’s employment without cause, a termination of Mr. Plant’s employment by Mr. Plant for good reason, a termination of Mr. Plant’s employment due to death or disability, or a change in control during his employment and prior to the first anniversary of the Effective Date, except that in the event such accelerated vesting event occurs prior to the date that is six months following the Effective Date, half of the award is forfeited; and (iii) a special cash-based outperformance bonus opportunity with a potential value ranging from \$0 – \$20,000,000, with the actual amount of such cash bonus, if any, determined based on achievement of certain Company stock price thresholds between \$22.20 and \$30.00 during the period commencing on the Effective Date and ending on the second anniversary thereof, the vesting of which is contingent on Mr. Plant’s continued service as Chief Executive Officer through the first anniversary of the Effective Date, subject to prorated vesting upon the occurrence of the accelerated vesting events described above (other than a termination due to death or disability, which results in full accelerated vesting, except that in the event such termination occurs prior to the date that is six months following the Effective Date, half of the award is forfeited). Pursuant to the letter agreement, Mr. Plant has waived his right to participate in any annual bonus plans, long-term incentive plans, severance plans, or deferred compensation plans.

Mr. Plant also entered into a confidentiality, developments, non-competition and non-solicitation agreement with the Company, which includes a perpetual confidentiality covenant as well as non-competition and employee and customer non-solicitation covenants that apply during employment and for a period of one year following termination of employment for any reason.

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## **Compensation Arrangements with Chief Operating Officer**

On February 15, 2019, the Company entered into a letter agreement with Elmer L. Doty in connection with his appointment as Chief Operating Officer of the Company providing for a two-year term of employment commencing on the Effective Date. Pursuant to the letter agreement, Mr. Doty's compensation will consist of (i) a base salary at an annual rate of \$950,000; (ii) a one-time restricted stock unit award in respect of 385,000 shares of Common Stock to be granted promptly following the Effective Date, vesting in two equal installments on the first and second anniversary of the Effective Date, contingent on Mr. Doty's continued service as Chief Operating Officer through each applicable vesting date, subject to prorated vesting upon a termination of Mr. Doty's employment without cause or due to death or disability, and generally subject to the Company's standard change in control provisions for equity compensation awards (except that in the event of a change in control related accelerated vesting event prior to the date that is six months following the Effective Date, half of the award is forfeited); (iii) a one-time restricted stock unit award in respect of 350,000 shares of Common Stock to be granted promptly following the first anniversary of the Effective Date (subject to Mr. Doty's continued service as Chief Operating Officer through such date and provided that a change in control of the Company has not occurred prior to such date), vesting on the second anniversary of the Effective Date, contingent on Mr. Doty's continued service as Chief Operating Officer through such date, subject to prorated vesting upon a termination of Mr. Doty's employment without cause or due to death or disability, and generally subject to the Company's standard change in control provisions for equity compensation awards; and (iv) a special cash-based outperformance bonus opportunity with a potential value ranging from \$0 – \$10,000,000, with the actual amount of such cash bonus, if any, determined based on achievement of certain Company stock price thresholds between \$22.20 and \$30.00 during the period commencing on the Effective Date and ending on the second anniversary thereof, the vesting of which is contingent on Mr. Doty's continued service as Chief Operating Officer through such second anniversary, subject to prorated vesting upon a termination of Mr. Doty's employment without cause or due to death or disability or upon the occurrence of a change in control during his employment and prior to the second anniversary of the Effective Date. Pursuant to the letter agreement, Mr. Doty has waived his right to participate in any annual bonus plans, long-term incentive plans, severance plans, or deferred compensation plans.

Mr. Doty also entered into a confidentiality, developments, non-competition and non-solicitation agreement with the Company, which includes a perpetual confidentiality covenant as well as non-competition and employee and customer non-solicitation covenants that apply during employment and for a period of one year following termination of employment for any reason.

### **Item 8.01. Other Events.**

A copy of the Company's press release announcing the restricted stock unit awards that were granted to Mr. Plant and Mr. Doty, which were granted in reliance on the employment inducement exemption under the NYSE's Listed Company Manual Rule 303A.08, described above, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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### **Item 9.01. Financial Statements and Exhibits.**

- (d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
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<a href="#">99.1</a>	<a href="#">Arconic Inc. press release, dated February 15, 2019.</a>
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EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Arconic Inc. press release, dated February 15, 2019.</a>

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**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: February 15, 2019

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

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## **Arconic Grants CEO John C. Plant and COO Elmer L. Doty Inducement Awards Pursuant to NYSE RULE 303A.08**

NEW YORK – February 15, 2019 – Arconic Inc. (NYSE: ARNC) announced that it today granted an award of 1,000,000 restricted stock units to new Chief Executive Officer John C. Plant, pursuant to its letter agreement with Mr. Plant, dated February 13, 2019, as well as an award of 385,000 restricted stock units to new Chief Operating Officer Elmer L. Doty, pursuant to its letter agreement with Mr. Doty, dated February 15, 2019. The restricted stock unit award granted to Mr. Plant will vest on February 6, 2020, contingent on his continued service as Chief Executive Officer, subject to prorated or full accelerated vesting upon the occurrence of certain events, and the restricted stock unit award granted to Mr. Doty will vest ratably over a two-year period, contingent on his continued service as Chief Operating Officer, subject to prorated or full accelerated vesting upon the occurrence of certain events.

The awards were granted in reliance on the employment inducement exemption under the NYSE's Listed Company Manual Rule 303A.08, which requires public announcement of inducement awards. Pursuant to the requirements of that rule, Arconic is issuing this press release.

### **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](http://www.arconic.com). Follow Arconic: Twitter, Instagram, Facebook, LinkedIn and YouTube.

### **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,” “goal,” “guidance,” “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 and guidance regarding future financial results or operating performance; statements about Arconic's strategies, outlook, business and financial prospects; and statements regarding the strategy and portfolio review. These statements reflect beliefs and assumptions that are based on Arconic's perception of historical trends, current conditions and expected future developments, as well as other factors Arconic believes are appropriate in the circumstances. Forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and changes in circumstances that are difficult to predict, which could cause actual results to differ materially from those indicated by these statements. Such risks and uncertainties include, but are not limited to: (a) deterioration in global economic and financial market conditions generally; (b) unfavorable changes in the markets served by Arconic; (c) the inability to achieve the level of revenue growth, cash generation, cost savings, improvement in profitability and margins, fiscal discipline, or strengthening of competitiveness and operations anticipated or targeted; (d) competition from new product offerings, disruptive technologies or other developments; (e) political, economic, and regulatory risks relating to Arconic's global operations, including compliance with U.S. and foreign trade and tax laws, sanctions, embargoes and other regulations; (f) manufacturing difficulties or other issues that impact product performance, quality or safety; (g) Arconic's inability to realize expected benefits, in each case as planned and by targeted completion dates, from acquisitions, divestitures, facility closures, curtailments, expansions, or joint ventures; (h) the impact of cyber attacks and potential information technology or data security breaches; (i) changes in discount rates or investment returns on pension assets; (j) the impact of changes in aluminum prices and foreign currency exchange rates on costs and results; (k) the outcome of contingencies, including legal proceedings, government or regulatory investigations, and environmental remediation, which can expose Arconic to substantial costs and liabilities; and (l) the other risk factors summarized in Arconic's Form 10-K for the year ended December 31, 2017 and other reports filed with the U.S. Securities and Exchange Commission (SEC). Market projections are subject to the risks discussed above and other risks in the market. The statements in this release are made as of the date of this release, even if subsequently made available by Arconic on its website or otherwise. Arconic disclaims any intention or obligation to update publicly any forward-looking statements, whether in response to new information, future events, or otherwise, except as required by applicable law.

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