

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

**Howmet Aerospace Inc.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

25-0317820  
(IRS Employer Identification No.)

201 Isabella Street, Suite 200  
Pittsburgh, Pennsylvania 15212-5872  
United States of America  
(Address of principal executive offices)

HOWMET AEROSPACE HOURLY RETIREMENT SAVINGS PLAN  
(Full Title of the Plan)

Lola F. Lin  
Executive Vice President, Chief Legal Officer and Secretary  
Howmet Aerospace Inc.  
201 Isabella Street, Suite 200  
Pittsburgh, Pennsylvania 15212-5872  
United States of America  
+1 (412) 553-1940  
(Name and Address, Including Zip Code, and 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. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	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.

## EXPLANATORY NOTE

The contents of the Registration Statements on Form S-8 filed by Howmet Aerospace Inc. (the “Company”) with the U.S. Securities and Exchange Commission on the following dates:

- March 15, 2000 (File No. 333-32516)
- June 24, 2003 (File No. 333-106411)
- September 20, 2005 (File No. 333-128445)
- September 26, 2007 (File No. 333-146330)
- September 8, 2008 (File No. 333-153369)
- November 25, 2008 (File No. 333-155668)
- July 30, 2010 (File No. 333-168428)
- November 23, 2010 (File No. 333-170801)
- July 27, 2012 (File No. 333-182899)
- February 26, 2016 (File No. 333-209772)
- February 27, 2019 (File No. 333-229914)

each as amended from time to time (collectively, the “Registration Statements”), relating to the Howmet Aerospace Hourly Retirement Savings Plan, are incorporated by reference in this Registration Statement. This incorporation is made under General Instruction E of Form S-8 regarding the registration of additional securities of the same class as other securities for which there has been filed a Registration Statement on Form S-8 relating to the same employee benefit plan.

This Registration Statement is being filed to register an additional 1,400,000 shares of the Company's common stock, par value \$1.00 per share (the “Common Stock”) to be purchased on the open market by the plan trustee for offer and sale under the Howmet Aerospace Hourly Retirement Savings Plan. With this filing, 19,338,401 shares of Common Stock, as adjusted for the 2-for-1 stock split effective June 9, 2000, and the 1-for-3 reverse stock split effective on October 5, 2016, are allocated to the Howmet Aerospace Hourly Retirement Savings Plan from the aggregate amount originally registered under the Registration Statements and this Registration Statement.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

##### Item 1. Plan Information. \*

##### Item 2. Registrant Information And Employee Plan Annual Information. \*

- \* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

The Securities and Exchange Commission (“SEC”) allows the Company to “incorporate by reference” in this Registration Statement the information in the documents that it files with the SEC, which means that the Company can disclose important information to you by referring you to those documents. The information incorporated by reference in this Registration Statement is considered to be a part of this Registration Statement, and information in documents that the Company files later with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained in this Registration Statement. The Company incorporates by reference in this Registration Statement the documents listed below and any future filings that it may make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered thereby have been sold or that deregisters all securities then remaining unsold, except that the Company is not incorporating by reference any information that is deemed to have been furnished and not filed in accordance with SEC rules:

- [The Company's Annual Report on Form 10-K for the year ended December 31, 2021, filed with the SEC on February 14, 2022 \(including those portions of our Definitive Proxy Statement for the 2022 Annual Meeting of Shareholder that are incorporated by reference in our Form 10-K\);](#)
  - The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2022 and June 30, 2022, filed with the SEC on [May 3, 2022](#) and [August 4, 2022](#), respectively;
  - The Company's Current Reports on Form 8-K filed with the SEC on [March 25, 2022](#), and [May 31, 2022](#); and
  - [The description of our Common Stock contained in Exhibit 4\(p\) to our Annual Report on Form 10-K for the year ended December 31, 2019.](#)
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The Company will furnish without charge to you, upon written or oral request, a copy of any or all of the documents described above, except for exhibits to those documents, unless the exhibits are specifically incorporated by reference into those documents. Requests for copies should be addressed to:

Howmet Aerospace Inc.  
201 Isabella Street, Suite 200  
Pittsburgh, Pennsylvania 15212-5872  
Attention: Investor Relations  
Telephone: +1 (412) 553-1950

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The Company is governed by the provisions of the General Corporation Law of the State of Delaware (as amended, the "DGCL") permitting the Company to purchase director's and officer's insurance to protect itself and any director, officer, employee or agent of the Company. The Company has an insurance policy which insures the directors and officers of the Company and its subsidiaries against certain liabilities which might be incurred in connection with the performance of their duties.

Section 145 of the DGCL grants a corporation the power to indemnify its officers and directors, under certain circumstances and subject to certain conditions and limitations as stated therein, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by them as a result of threatened, pending or completed actions, suits or proceedings brought against them by reason of the fact that they are or were an officer or director of the corporation or served at the request of the corporation if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

Article VI of the Company's Bylaws (the "Bylaws") provides that the Company shall indemnify and hold harmless each person who was or is a party to, or is otherwise threatened to be made a party to, any threatened, pending or completed action, suit or proceeding (a "Proceeding"), by reason of the fact that he or she (or a person of whom he or she is the legal representative), is or was a director or officer of the Company or, while serving as a director or officer of the Company, is or was serving at the request of the Company as a director, officer, trustee, employee or agent of another entity (a "Covered Person"), to the fullest extent permitted by the DGCL, against all expenses, liability and loss reasonably incurred or suffered by such Covered Person in connection therewith; provided, however, that the Company shall indemnify any such Covered Person seeking indemnification in connection with a Proceeding (or part thereof) initiated by such Covered Person only if such Proceeding (or part thereof) was authorized by the Board of Directors of the Company. The Company has entered into indemnity agreements with its directors and officers consistent with the foregoing.

The Bylaws also provide that, to the fullest extent permitted by the DGCL, each Covered Person shall have the right to be paid by the Company the expenses (including reasonable attorneys' fees) incurred in connection with any Proceeding in advance of its final disposition; provided, that if the DGCL requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer shall be made only upon delivery to the Company of an undertaking by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right of appeal that such director or officer is not entitled to be indemnified for such expenses.

Section 145 of the DGCL and the Bylaws also provide that the indemnification provided for therein shall not be deemed exclusive of any other rights to which those seeking indemnification may otherwise be entitled.

Section 102(b)(7) of the DGCL provides that a Delaware corporation's certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) certain unlawful share purchases, redemptions, or dividends; or (iv) for any transaction from which the director derived an improper personal benefit. The Company's Certificate of Incorporation (the "Certificate of Incorporation") provides that a director of the Company shall not be personally liable either to the Company or to any of its stockholders for monetary damages for breach of fiduciary duty as a director, to the fullest extent permitted by the DGCL. Any amendment, modification or repeal of the foregoing provision in the Certificate of Incorporation shall not adversely affect any right or protection of a director of the Company in respect of any act or omission occurring prior to the time of such amendment, modification or repeal. The Certificate of Incorporation provides that if the DGCL is amended to further eliminate or limit the liability of a director, then a director of the Company, in addition to the circumstances in which a director is not personally liable as set forth in the foregoing provision, shall not be liable to the fullest extent permitted by the amended DGCL.

The foregoing description does not purport to be complete, and is subject to, and qualified in its entirety by, the DGCL, the Certificate of Incorporation and the Bylaws.

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**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

- [3.1 Certificate of Incorporation of Howmet Aerospace Inc., a Delaware corporation, incorporated by reference to Exhibit 3\(a\) to the Company's Annual Report on Form 10-K for the year ended December 31, 2020.](#)
- [3.2 Bylaws of Howmet Aerospace Inc., a Delaware corporation, incorporated by reference to Exhibit 3\(b\) to the Company's Annual Report on Form 10-K for the year ended December 31, 2020.](#)
- [4.1 Form of Certificate for Shares of Common Stock of the Company, incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated January 4, 2018.](#)
- [10.1# Howmet Aerospace Hourly Retirement Savings Plan, as Amended and Restated, effective January 1, 2021, incorporated by reference to Exhibit 10\(g\) to the Company's Annual Report on Form 10-K for the year ended December 31, 2021.](#)
- [10.2# First Amendment, effective January 1, 2022, to the Howmet Aerospace Hourly Retirement Savings Plan, as Amended and Restated, incorporated by reference to Exhibit 10\(g\)\(1\) to the Company's Annual Report on Form 10-K for the year ended December 31, 2021.](#)
- [23.1\\* Consent of PricewaterhouseCoopers LLP.](#)
- [24 Power of Attorney of certain directors of the Company \(incorporated by reference to Exhibit 24 to the Company's Annual Report on Form 10-K for the year ended December 31, 2021, filed with the SEC on February 14, 2022\).](#)
- [107\\* Filing Fee Table](#)

\* Filed herewith

# Indicates management contract or compensatory plan, contract or agreement.

**Item 9. Undertakings.**

Incorporated by reference to the Registration Statements.

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**SIGNATURES**

In accordance with the requirements of the Securities Act of 1933, Howmet Aerospace Inc. 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 and authorized the officers whose signatures appear below to sign this registration statement on its behalf, in the City of Pittsburgh, Commonwealth of Pennsylvania on August 4, 2022.

**HOWMET AEROSPACE INC.**

By: /s/ Barbara L. Shultz  
Barbara L. Shultz  
Vice President and Controller

In accordance with the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of August 4, 2022.

<b>Signature</b>	<b>Title</b>
<u>/s/ John C. Plant</u> John C. Plant	Executive Chairman and Chief Executive Officer (Principal Executive Officer and Director)
<u>/s/ Ken Giacobbe</u> Ken Giacobbe	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Barbara L. Shultz</u> Barbara L. Shultz	Vice President and Controller (Principal Accounting Officer)

James F. Albaugh, Amy E. Alving, Sharon R. Barner, Joseph S. Cantie, Robert F. Leduc, David J. Miller, Jody G. Miller, Nicole W. Piasecki and Ulrich R. Schmidt, each as a Director, on August 4, 2022, by Barbara L. Shultz, their Attorney-in-Fact.\*

\*By: /s/ Barbara L. Shultz  
Barbara L. Shultz  
Attorney-in-Fact

In accordance with the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Howmet Aerospace Hourly Retirement Savings Plan) have duly caused this registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on August 4, 2022.

**HOWMET AEROSPACE HOURLY RETIREMENT SAVINGS PLAN**

By: /s/ Neil E. Marchuk  
Neil E. Marchuk, Member,  
Howmet Aerospace Inc. Benefits Management Committee

By: /s/ Barbara L. Shultz  
Barbara L. Shultz, Member,  
Howmet Aerospace Inc. Benefits Management Committee

By: /s/ Brian Redmond  
Brian Redmond, Member,  
Howmet Aerospace Inc. Benefits Management Committee

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Howmet Aerospace Inc. of our report dated February 14, 2022 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Howmet Aerospace Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP  
Pittsburgh, Pennsylvania  
August 4, 2022

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## Calculation of Filing Fee Table

**Form S-8**  
(Form Type)

**Howmet Aerospace Inc.**  
(Exact Name of the Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum aggregate offering price	Fee Rate	Amount of registration fee
Equity	Common Stock	457(c) and 457(h)	1,400,000	\$ 36.51(2)	\$ 51,114,000	0.0000927	\$ 4,738.27
<b>Total Offering Amounts</b>					<u>\$ 51,114,000</u>		<u>\$ 4,738.27</u>
<b>Total Fee Offsets</b>							<u>\$ 0.00</u>
<b>Net Fee Due</b>							<u>\$ 4,738.27</u>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock of Howmet Aerospace Inc. (the "Company") that become issuable under the Howmet Aerospace Hourly Retirement Savings Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected that results in an increase in the number of outstanding shares of the common stock of the Company.
- (2) Estimated in accordance with Rules 457(c) and (h) under the Securities Act solely for the purpose of calculating the amount of the registration fee, based on the average of the high and low sale prices of the common stock reported on the New York Stock Exchange on July 29, 2022.