

**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): April 3, 2023 (March 31, 2023)

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 8.01. Other Events

On March 31, 2023, the following equity awards vested for John C. Plant, Executive Chairman and Chief Executive Officer of Howmet Aerospace Inc. (the “Company”): (i) time-vesting restricted stock units granted on April 2, 2020 and June 9, 2020 relating to 494,999 shares of common stock of the Company, par value \$1.00 per share (the “Common Stock”), which vested upon satisfaction of the condition of Mr. Plant’s continued employment through such date; and (ii) performance-vesting restricted stock units granted on April 2, 2020 and June 9, 2020 relating to 2,100,000 shares of Common Stock, which vested upon satisfaction of the conditions of Mr. Plant’s continued employment through such date and achievement of certain stock price targets. In connection with the foregoing vesting of equity awards, the Company withheld 1,128,307 shares of Common Stock for taxes. Mr. Plant did not sell any shares of Common Stock in the open market in connection with the foregoing transactions nor has he sold any shares since he became Executive Chairman and Chief Executive Officer of the Company in 2019.

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: April 3, 2023

By: /s/ Lola F. Lin
Name: Lola F. Lin
Title: Executive Vice President, Chief Legal and Compliance Officer and Secretary
