

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): September 29, 2023 (September 28, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Agreements of Certain Officers**

On September 28, 2023, 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 nine to ten members and appointed Gunner Smith as a director of the Company, each effective as of September 29, 2023.

Mr. Smith will receive compensation for his service on the Board pursuant to the compensation program for the Company’s non-employee directors, as in effect from time to time during his service on the Board. The Company’s current non-employee director compensation program is described on pages 19-22 of its definitive proxy statement filed with the Securities and Exchange Commission (“SEC”) on March 30, 2023. In addition, the Company will enter into an indemnification agreement with Mr. Smith, which the Company has entered into with each of its directors to supplement the indemnification coverage provided by the Company’s Certificate of Information 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.)

The Company will file an amended Current Report on Form 8-K/A to report the Board committee(s) on which Mr. Smith will serve once the Board has made a determination.

A copy of the Company’s press release announcing the appointment of Mr. Smith 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 September 29, 2023.](#)

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

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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.

HOWMET AEROSPACE INC.

Dated: September 29, 2023

By: /s/ Lola F. Lin

Name: Lola F. Lin

Title: Executive Vice President, Chief Legal and Compliance Officer and Secretary

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

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**Howmet Aerospace Elects Gunner Smith to Board of Directors**

**PITTSBURGH, PA, September 29, 2023** – Howmet Aerospace Inc. (NYSE:HWM) announces that its Board of Directors has elected Gunner Smith, President – Roofing, Owens Corning, to serve as an independent director on the Board, effective September 29, 2023.

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

Mr. Smith is currently the President of Owens Corning’s roofing business. He became a member of the Executive Committee of Owens Corning in August 2018. Prior to 2018, Mr. Smith served as the Vice President of Distribution and Home Center Sales for the roofing business at Owens Corning. From 2008 to 2018, he held various positions leading sales, marketing and pricing efforts for that business. Before joining Owens Corning, Mr. Smith was the National Sales Manager for the Georgia-Pacific brand at PlyGem Siding Group.

Mr. Smith holds a Bachelor of Business Administration from Mississippi State University and pursued continuous education from The University of Chicago Booth, UNC Kenan-Flagler Business School, and Texas McCombs School of Business.

**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 airframe structural components necessary for mission-critical performance and efficiency in aerospace and defense applications, as well as forged aluminum wheels for commercial transportation. With nearly 1,150 granted and pending patents, the Company’s differentiated technologies enable lighter, more fuel-efficient aircraft and commercial trucks to operate with a lower carbon footprint. For more information, visit [www.howmet.com](http://www.howmet.com).

**Dissemination of Company Information**

Howmet Aerospace intends to make future announcements regarding Company developments and financial performance through its website at [www.howmet.com](http://www.howmet.com).

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