

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of The Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

ARCONIC INC.

(Name of Registrant as Specified in Its Charter)

ELLIOTT ASSOCIATES, L.P.
ELLIOTT INTERNATIONAL, L.P.
PAUL E. SINGER
ELLIOTT CAPITAL ADVISORS, L.P.
ELLIOTT SPECIAL GP, LLC
BRAXTON ASSOCIATES, INC.
ELLIOTT ASSET MANAGEMENT LLC
ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.
HAMBLEDON, INC.
ELLIOTT MANAGEMENT CORPORATION
THE LIVERPOOL LIMITED PARTNERSHIP
LIVERPOOL ASSOCIATES LTD.
LARRY A. LAWSON
CHRISTOPHER L. AYERS
ELMER L. DOTY
BERND F. KESSLER
PATRICE E. MERRIN

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
-

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Elliott Associates, L.P. and Elliott International, L.P., together with the other participants in such proxy solicitation (collectively, "Elliott"), have filed a definitive proxy statement and accompanying **BLUE** proxy card with the Securities and Exchange Commission to be used to solicit votes for the election of its slate of four highly-qualified director nominees at the 2017 annual meeting of shareholders of Arconic Inc., a Pennsylvania corporation.

Item 1: On May 11, 2017, Elliott issued the following press release, which was also posted by Elliott to www.NewArconic.com:



Media Contact:
Stephen Spruiell
Elliott Management Corporation
(212) 478-2017
sspruiell@elliottmgmt.com

Elliott Management Corporation Welcomes Glass Lewis Support for All Four Independent Shareholder Nominees

Glass Lewis Recommends that Clients Vote for ALL of the Shareholder Nominees on the BLUE Proxy Card

Report is a Powerful Endorsement of Real Change

NEW YORK (May 11, 2017) – Elliott Management Corporation ("Elliott"), which manages funds that collectively beneficially own a 13.2% economic interest in Arconic Inc. (NYSE: ARNC) ("Arconic" or the "Company"), today welcomed the decision by Glass, Lewis & Co. ("Glass Lewis"), a leading independent proxy advisory firm, to recommend that all Arconic shareholders vote the **BLUE** proxy card in favor of real change at Arconic's upcoming Annual Meeting of Shareholders to be held on May 25, 2017.

Glass Lewis recommended that clients vote on the **BLUE** proxy card for all four of the highly qualified, independent shareholder nominees: Chris Ayers, Elmer Doty, Bernd Kessler and Patrice Merrin. Elliott welcomes the recommendation of Glass Lewis for these shareholder nominees and urges all Arconic shareholders to deliver real change on May 25.

Additional Information

Elliott Associates, L.P. and Elliott International, L.P. (collectively, "Elliott"), together with the other participants in Elliott's proxy solicitation, have filed a definitive proxy statement and accompanying BLUE proxy card with the Securities and Exchange Commission ("SEC") to be used to solicit proxies in connection with the 2017 annual meeting of shareholders (the "Annual Meeting") of Arconic Inc. (the "Company"). Shareholders are advised to read the proxy statement and any other documents related to the solicitation of shareholders of the Company in connection with the Annual Meeting because they contain important information, including information relating to the participants in Elliott's proxy solicitation. These materials and other materials filed by Elliott with the SEC in connection with the solicitation of proxies are available at no charge on the SEC's website at <http://www.sec.gov>. The definitive proxy statement and other relevant documents filed by Elliott with the SEC are also available, without charge, by directing a request to Elliott's proxy solicitor, Okapi Partners LLC, at its toll-free number 1-877-869-0171 or via email at info@okapipartners.com.

About Elliott

Elliott Management Corporation manages two multi-strategy hedge funds which combined have more than \$32 billion of assets under management. Its flagship fund, Elliott Associates, L.P., was founded in 1977, making it one of the oldest hedge funds under continuous management. The Elliott funds' investors include pension plans, sovereign wealth funds, endowments, foundations, funds-of-funds, high net worth individuals and families, and employees of the firm.

Item 2: On May 11, 2017, Elliott issued the following press release, which was also posted by Elliott to www.NewArconic.com:



Media Contact:
Stephen Spruiell
Elliott Management Corporation
(212) 478-2017
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Elliott Releases New Investor Presentation

New Presentation Highlights the Opportunity for Real Change

Details How a New Arconic Can Rise on May 25th

Click [here](#) to download the full presentation

NEW YORK (May 11, 2017) – Elliott Management Corporation (“Elliott”), which manages funds that collectively beneficially own a 13.2% economic interest in Arconic Inc. (NYSE: ARNC) (“Arconic” or the “Company”), today released an investor presentation entitled “A New Arconic: An Opportunity for Real Change on May 25th.”

The presentation highlights the opportunity for Arconic shareholders to put in place Board leadership capable of bringing real change by voting for the shareholder nominees on the **BLUE** proxy card. The **four highly qualified, independent shareholder nominees** are an ideal mix of successful operators and proven change agents.

In its most recent letter to investors, Arconic’s Board made a significant admission: Despite appearing to realize that reincorporation in Delaware is the surest path to implementing the best-in-class corporate-governance practices that Arconic’s shareholders deserve, the Board declined to pursue reincorporation this year because it could have “substantially impacted its ability to **compete with Elliott** for shareholder support in the proxy contest.” (Emphasis added.)

While Arconic’s board is obsessively focused on “winning” a proxy contest with its shareholders, as this presentation makes clear, Elliott is focused on real change that will benefit all of Arconic’s stakeholders and create value over the long term.

The chance for real change has not gone unnoticed by analysts, shareholders and influential media personalities alike, whose support is noted throughout the detailed presentation released today. The presentation also lays out how a new Arconic can rise on May 25th with a strategy that aspires for world-class performance.

The full presentation can be downloaded by clicking [here](#), and also viewed in its entirety on the homepage of NewArconic.com.

Additional Information

Elliott Associates, L.P. and Elliott International, L.P. (collectively, "Elliott"), together with the other participants in Elliott's proxy solicitation, have filed a definitive proxy statement and accompanying BLUE proxy card with the Securities and Exchange Commission ("SEC") to be used to solicit proxies in connection with the 2017 annual meeting of shareholders (the "Annual Meeting") of Arconic Inc. (the "Company"). Shareholders are advised to read the proxy statement and any other documents related to the solicitation of shareholders of the Company in connection with the Annual Meeting because they contain important information, including information relating to the participants in Elliott's proxy solicitation. These materials and other materials filed by Elliott with the SEC in connection with the solicitation of proxies are available at no charge on the SEC's website at <http://www.sec.gov>. The definitive proxy statement and other relevant documents filed by Elliott with the SEC are also available, without charge, by directing a request to Elliott's proxy solicitor, Okapi Partners LLC, at its toll-free number 1-877-869-0171 or via email at info@okapipartners.com.

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Item 3: On May 11, 2017, Elliott issued a presentation entitled “Investor Presentation – An Opportunity for Real Change on May 25th” attached hereto as [Exhibit 1](#), which was also posted by Elliott to www.NewArconic.com.

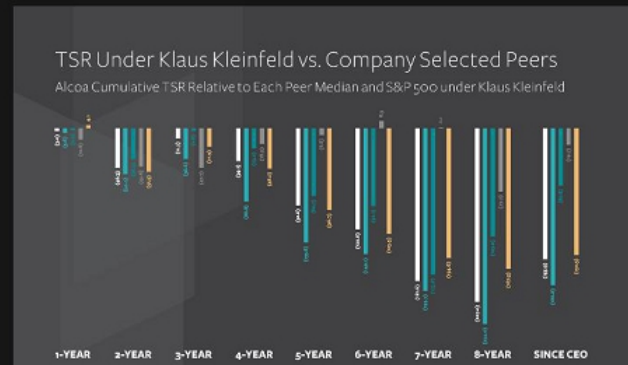
Item 4: On May 11, 2017, the following materials were posted by Elliott to www.NewArconic.com:

Arconic operates a world-class collection of assets that if managed properly, with prudent reinvestment of capital, should produce substantial returns for its shareholder owners. Unfortunately, despite these valuable assets, considerable shareholder value has been destroyed over the past decade under the watch of current management.

We believe a change of leadership is required to improve performance at Arconic today.

Take a look at the brief history of inappropriate vote buying, subterfuge, and stonewalling. This troubling episode reveals yet another management mistake that squandered value for a company with great potential.

[VIEW THE FACTS](#)



TSR: 5/1/2008-10/31/2016. Company Selected 2016 Proxy Peers: DU PONT (E.I.) DE NEMOURS, DOW CHEMICAL CO/THE, FREEPORT-MCMORAN INC, HUNTSMAN CORP, INTERNATIONAL PAPER CO, LYONDELLBASELL INDU-CL A, PPG INDUSTRIES INC, NEWMONT MINING CORP, NUCOR CORP, UNITED STATES STEEL CORP, 3M CO, CUMMINS INC, DANAHER CORP, DEERE & CO, EATON CORP PLC, EMERSON ELECTRIC CO, GENERAL DYNAMICS CORP, L3 COMMUNICATIONS HOLDINGS, NORTHROP GRUMMAN CORP, RAYTHEON COMPANY.

Poor Performance Against Any Set of Peers Chart: Peer Group Median. Source: Bloomberg. TSR Trailing as of 10/31/2016, the day before Alcoa and Arconic split. Since CEO TSR: 5/1/2008 -10/31/2016. Peer Proxy is Alcoa's 2016 self-selected proxy peers and includes two groups named by the Company, Industrials Peers which are the following ten companies: 3M CO, CUMMINS INC, DANAHER CORP, DEERE & CO, EATON CORP PLC, EMERSON ELECTRIC CO, GENERAL DYNAMICS CORP, L3 TECHNOLOGIES INC, NORTHROP GRUMMAN CORP, RAYTHEON COMPANY, And Materials Peers which are the following 10 companies: DU PONT (E.I.) DE NEMOURS, DOW CHEMICAL CO/THE, FREEPORT-MCMORAN INC, HUNTSMAN CORP, INTERNATIONAL PAPER CO, PPG INDUSTRIES INC, NEWMONT MINING CORP, NUCOR CORP, UNITED STATES STEEL CORP, LYONDELLBASELL INDU-CL A. The Company's self-selected Aluminum Company peers consist of: ALUMINUM CORP OF CHINA LTD-H, UNITED CO RUSAL PLC, NORSK HYDRO ASA, ALUMINA LTD, NATIONAL ALUMINIUM CO LTD, SHANDONG NANSHAN ALUMINUM.



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LETTERS

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Press Releases

May 11, 2017

 Elliott Releases New Investor Presentation

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May 11, 2017

 Elliott Management Corporation Welcomes Glass Lewis Recommendation for All Four Independent Shareholder Nominees

[VIEW](#)

May 8, 2017

 Elliott Management Releases New Letter to Arconic Shareholders

[VIEW](#)

May 3, 2017

 Elliott Releases New Video: "Meet the Shareholder Nominees"

[VIEW](#)

April 27, 2017

 Elliott Management Releases New Investor Presentation

[VIEW](#)

April 25, 2017

 Elliott Issues New Letter to Arconic Shareholders


[VIEW](#)

April 17, 2017

 Elliott Management Responds to Klaus Kleinfeld's Resignation

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April 13, 2017

 Dr. Kleinfeld's House of Governance Horrors

[VIEW](#)

April 11, 2017

 Elliott Management Releases Investor Presentation

[VIEW](#)

April 10, 2017

 Elliott Issues New Letter to Arconic Shareholders

[VIEW](#)

April 3, 2017

 Elliott Releases New Video on NewArconic.com: Klaus Kleinfeld vs. The Facts

[VIEW](#)

March 27, 2017

 Elliott to Arconic: Stonewalling on Vote-Buying Deal Raises Questions about What the Company is Trying to Hide

[VIEW](#)

March 23, 2017

 Elliott Sends Letter to Arconic Employees: Lays Out Facts of Apparent Vote-Buying Deal


[VIEW](#)

March 20, 2017

 Elliott to Arconic's Board: Waiver of Secret Voting Lock-Up Raises More Questions Than It Answers

[VIEW](#)

March 16, 2017

 Elliott Demands Explanation from Arconic's Board for Apparent Vote-Buying

[VIEW](#)

January 31, 2017

 Elliott Management Nominates Five Independent, Highly Qualified Director Candidates to the Board of Arconic

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STATEMENTS &
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Statements & Presentations

May 11, 2017

 [New Arconic: An Opportunity for Real Change](#)

[VIEW](#)

May 2, 2017

 [Elliott Releases Statement](#)

[VIEW](#)

April 27, 2017

 [A New Arconic: Recent Events Confirm Need for Change](#)

[VIEW](#)

April 11, 2017

 [Elliott Releases Investor Presentation](#)

[VIEW](#)

March 24, 2017

 [Elliott Proxy Supplement](#)

[VIEW](#)

March 9, 2017

 [Elliott Proxy Statement](#)

[VIEW](#)

January 31, 2017

 [Elliott Views on Arconic](#)

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