

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 6 to the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed initially with the Securities and Exchange Commission on April 18, 2000, relates to the offer to purchase by HMI Acquisition Corp., a Delaware corporation (the "Purchaser") and a wholly owned subsidiary of Alcoa Inc., a Pennsylvania corporation ("Alcoa"), the shares of common stock, par value \$0.01 per share (the "Shares"), of Howmet International Inc., a Delaware corporation (the "Company"), at a price of \$21.00 per Share, net to the seller in cash (the "Offer Price"), without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase (as amended and supplemented, the "Offer to Purchase"), dated April 18, 2000, as amended and supplemented by Supplement No. 1, dated June 5, 2000 ("Supplement No. 1"), and in the revised Letter of Transmittal (which together with any amendments or supplements thereto, collectively constitute the "Offer"). Capitalized terms used herein and not defined shall have the meanings ascribed to them in the Offer to Purchase.

ITEMS 1, 4 AND 11.

Items 1, 4 and 11 are hereby amended and supplemented to add the following:

"On June 15, 2000, Alcoa announced the completion of the Offer. The Offer expired at 12:00 Midnight Eastern Daylight Savings Time on Wednesday, June 14, 2000, at which time approximately 14,562,735 Shares were validly tendered, including guaranteed deliveries. After payment for the deposited shares, Alcoa will own approximately 99.2% of the Shares.

Alcoa also announced that it will provide a subsequent offering period of 3 business days for the Offer, which will commence at 9:00 a.m. Eastern Daylight Savings Time on Thursday, June 15, 2000 and expire at 12:00 Midnight Eastern Daylight Savings Time on Monday, June 19, 2000."

ITEM 12.

Item 12 is hereby amended and supplemented to add the following exhibit:

(a)(19) Press Release, dated June 15, 2000.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HMI ACQUISITION CORP.

By: /s/ Barbara S. Jeremiah

Name: Barbara S. Jeremiah
Title: Vice President

ALCOA INC.

By: /s/ Richard B. Kelson

Name: Richard B. Kelson
Title: Executive Vice President
and Chief Financial Officer

Dated: June 15, 2000

EXHIBIT INDEX

(a)(19) Press Release, dated June 15, 2000.

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ALCOA COMPLETES CASH TENDER OFFER FOR HOWMET AND ANNOUNCES SUBSEQUENT OFFERING PERIOD

PITTSBURGH, June 15, 2000 -- Alcoa Inc. announced today the completion of its \$21 per share cash tender offer for all outstanding publicly held shares of common stock of Howmet International Inc. The tender offer expired at 12:00 Midnight Eastern Daylight Savings Time (EDST) on Wednesday, June 14, 2000, at which time approximately 14,562,735 shares of Howmet common stock were validly tendered, including guaranteed deliveries. Payment for the shares of the stock purchased during the initial offering period will be made promptly through ChaseMellon Shareholder Services, L.L.C., the depository for the tender offer. After payment for the deposited shares, Alcoa will own approximately 99.2% of the total issued and outstanding shares of Howmet common stock.

As previously announced, Alcoa will provide a subsequent offering period of three business days for the Howmet tender offer, which begins today at 9:00 a.m. EDST and expires at 12:00 Midnight EDST on Monday, June 19, 2000. The same price paid during the initial offering is extended through the subsequent offering period: \$21 per share, net to the seller in cash, to Howmet stockholders. Shares that are tendered during the subsequent offering period may not be withdrawn.

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Alcoa (NYSE: AA)
Howmet International (NYSE: HWM)