# **UNITED STATES** SECURITIES EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13G**

**Under the Securities Exchange Act of 1934** 

# Alcoa Corporation

Common Stock, \$0.01 par value (Title of Class of Securities)

> 013872106 (CUSIP Number)

December 31, 2016 (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

□ Rule 13d-1(b)

 $\Box$  Rule 13d-1(c)

⊠ Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and \* for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

## CUSIP No. 013872106

CUSIP N	o. 013872106	
1	NAME OF REPORTING PERSON	
	Arconic Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)  (c)  (c)  (c)  (c)  (c)  (c)  (c)  (c	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Pennsylvania	
	5 SOLE VOTING POWER	
NIIM	BER OF 0 (See Note 1)	
NUMBER OF     0 (See Note 1)       SHARES     6       SHARED VOTING POWER		
BENEFICIALLY OWNED BY 0		
EACH 7 SOLE DISPOSITIVE POWER REPORTING		
	RSON 36,311,767	
W	8     SHARED DISPOSITIVE POWER	
	0	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	36,311,767	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	19.7% (See Note 2)	
12	TYPE OF REPORTING PERSON	
	СО	

**Note 1**: On November 1, 2016, Arconic Inc. (f/k/a Alcoa Inc., the "Reporting Person") completed the separation of Alcoa Corporation (f/k/a Alcoa Upstream Corporation, the "Company") through the distribution of approximately 80.1% of the shares of common stock of the Company to the Reporting Person's shareholders. Immediately following the distribution, the Reporting Person owned 36,311,767 shares, or approximately 19.9%, of the common stock of the Company. Pursuant to a Stockholder and Registration Rights Agreement, dated as of October 31, 2016, by and between the Reporting Person and the Company, the Reporting Person granted to the Company a proxy to vote its shares of Company common stock owned by the Reporting Person immediately after the distribution in proportion to the votes cast by the Company's other stockholders. As a result, the Reporting Person does not exercise voting power over any of the shares of Company common stock that it beneficially owns.

**Note 2**: The denominator for this calculation is based on 184,005,530 shares of Company common stock outstanding as of February 3, 2017, as reported in the Company's Amendment No. 1 to its Registration Statement on Form S-1 filed with the U.S. Securities and Exchange Commission on February 8, 2017.

Aloos Corporation         I Star Corporation         I	ITE	M 1(a	a): Name of Issuer:		
Bio Park Avenue, New York, 10022-4608         FTEM 2():       Name of Person Filing: Arconic Inc.         FTEM 2():       Address of Principal Business Office or, if None, Residence: Bio Park Avenue, New York, New York 10022-4608         FTEM 2():       Chizenship: Pennsylvania         TTEM 2():       Chizenship: Pennsylvania         T			Alcoa Corporation		
390 Park Avenue, New York, 10022-4608         FTEM 2();       Name of Person Filing: Arconic Inc.         FTEM 2();       Address of Principal Business Office or, if None, Residence: 390 Park Avenue, New York, New York 10022-4608         FTEM 2();       Chizenship: Pennsylvania         TTEM 2();       Chizenship: Dennsylvania         Diagraphi       Second Chas of Securities: Dennsylvania         Diagraphi       If This Statement is Filed Pursuant to §240.13d-1(b) or 240.13d-2(b) or (), Check Whether the Person Filing is a: Diagraphi         Gi =       Benker or dealer registered under section 15 of the Act (15 U.S.C. 78o); Dennsylvania association as defined in section 3(a)(19) of the Act (15 U.S.C. 78o); Dennsylvania         Gi =       Instance company as defined in section 3(a)(10) of the Act (15					
ITE: J::       Name of Person Filing:         Acconic Inc.         ITE: J::       Address of Principal Busines Office on, if None, Residence:         300 Park Avenue, New York, New York 10022-4608         ITE: J::       Citizenship:         Bornsylvania         ITE: J::       Citizenship:         Pennsylvania         ITE: J::       Ite of Class of Securities:         Common stock, \$0.01 par value (the "Common Stock")         ITE: J::       CUSIP Number:         J::::::::::::::::::::::::::::::::::::	ITE	M 1(I			
Arconic Inc.  TEE Z (b): Address of Principal Business Office or, if None, Residence: 390 Park Avenue, New York, New York 10022-4608  TEE Z (c): Citizenship: Pennsylvania  TEE Z (c): Citizenship: Common stock, 50.01 par value (the "Common Stock")  TEE Z (c): CUSIP Number: O13872106  TEE X [c]: CUSIP Number: CUSIP Num			390 Park Avenue, New York, New York 10022-4608		
HE X 2: Address of Principal Business Office on, if None, Residence: 300 Park Avenue, New York, New York 10022-4608   IF X: 2: Citizenship: Pennsylvania   FTE- Z:: Citizenship: Pennsylvania   FTE- Z:: Citizenship: Pennsylvania   FTE- Z:: CUSIP Number: Ol3872106   TIE X:: CUSIP Number: Ol3872106   IT X:: It This Statement is Filed Pursuant to §240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is at   (a) Insurance company adefined in section 150 of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(6) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(9) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(9) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(9) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(9) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(9) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(9) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(9) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(9) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(9) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(19) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(19) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(19) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(19) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(19) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(19) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(19) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(19) of the Act (15 U.S.C. 780; Improved adefined in section 3(a)(19) of the Act (15 U.S.C. 780; Improved adef	ITE	M 2(a	a): Name of Person Filing:		
390 Park Avenue, New York, New York 10022-4608         ITEM 2{:       Citizenship: Pennsylvania         ITEM 2{:       Title of Class of Securities: Common stock, \$0.01 par value (the "Common Stock")         ITEM 2{:       CUSIP Number: Common stock, \$0.01 par value (the "Common Stock")         ITEM 2{:       CUSIP Number: Common stock, \$0.01 par value (the "Common Stock")         ITEM 2{:       CUSIP Number: Common stock, \$0.01 par value (the "Common Stock")         ITEM 2{:       It This Statement is Filed Pursuant to §\$240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a: 0 13872106         ITEM 3{:       If This Statement is Filed Pursuant to §\$240.13d-1(b) C, 780;         (a)       Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 780;         (b)       Bank as defined in section 3(a)(19) of the Act (15 U.S.C. 780;         (c)       Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 780;         (d)       Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 780;         (e)       An investment company registered under section 8(b40.13d-1(b)(1)(i)(F);         (f)       Insure investment company registered under section 8(b40.13d-1(b)(1)(i)(F);         (g)       An employee benefit plan or endowment fund in accordance with \$240.13d-1(b)(1)(i)(F);         (g)       A parent holding company or control person in accordance with \$240.13d-1(b)(1)(ii)(F);         (g)			Arconic Inc.		
390 Park Avenue, New York, New York 10022-4608         ITEM 2{:       Citizenship: Pennsylvania         ITEM 2{:       Title of Class of Securities: Common stock, \$0.01 par value (the "Common Stock")         ITEM 2{:       CUSIP Number: Common stock, \$0.01 par value (the "Common Stock")         ITEM 2{:       CUSIP Number: Common stock, \$0.01 par value (the "Common Stock")         ITEM 2{:       CUSIP Number: Common stock, \$0.01 par value (the "Common Stock")         ITEM 4{:       It This Statement is Filed Pursuant to §\$240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a: 0 13872106         ITEM 5{:       It This Statement is Filed Pursuant to §\$240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a: 0 13872106         Image: Common stock 10 10 10 10 10 10 10 10 10 10 10 10 10					
FIE H 2 (:):       Citizenship:         Pennsylvania         FIE H 2 (:):       Title of Class of Securities:         Common stock, \$0.01 par value (the "Common Stock")         FIE H 2 (:):       CUSIP Number:         Class 2 (:):       CUSIP Number:         Class 2 (:):       I This Statement is Filed Pursuant o §\$240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:         (a):       Isokar or dealer registered under section 15 of the Act (15 U.S.C. 780);         (b):       Isokar or dealer registered under section 16 of the Act (15 U.S.C. 780);         (a):       Isokar or dealer registered under section 3(a)(19) of the Act (15 U.S.C. 780);         (b):       Isokar or dealer registered under section 3(a)(19) of the Act (15 U.S.C. 780);         (c):       Isokarane company as defined in section 3(a)(19) of the Act (15 U.S.C. 780;);         (c):       Isokarane company as defined in section 3(a)(19) of the Act (15 U.S.C. 780;);         (d):       Isokarane company as defined in section 3(a)(19) of the Act (15 U.S.C. 780;);         (e):       Isokarane company as defined in section 3(a)(19) of the Act (15 U.S.C. 780;);         (f):       Isokarane company as defined in section 3(a)(19) of the Act (15 U.S.C. 780;);         (g):       Isokarane company as defined in section 3(a)(19) of the Act (15 U.S.C. 780;);         (g):       Isokarane company as defined in section 3(a)(10) (i)(Ii)	ITE	M 2(l	b): Address of Principal Business Office or, if None, Residence:		
Pennsylvania         FTE-H 2 c/s       Title of Class of Securities: Common stock, \$0.01 par value (the "Common Stock")         FTE-H 2 c/s       CJSIP Number: D13872106         FTE-H 2 c/s       If This Statement is Filed Pursuant to §240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a: D13872106         FTE-H 3 c/s       If This Statement is Filed Pursuant to §240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a: D13872106         FTE-H 3 c/s       If Arises a defined in section 3(a)(6) of the Act (15 U.S.C. 780; Section 3(a) Section 3(a)(10) of the Act (15 U.S.C. 780; Section 3(a) Section 3(a)(10) of the Act (15 U.S.C. 780; Section 3(a) Section 3(a)(10) of the Act (15 U.S.C. 780; Section 3(a) Section 3(a)(10) of the Act (15 U.S.C. 780; Section 3(a) Section 3(a)(10) of the Act (15 U.S.C. 780; Section 3(a) Section 3(a) Section 3(a)(10) of the Act (15 U.S.C. 780; Section 3(a) Section 3(a)(10) of the Act (15 U.S.C. 780; Section 3(a) Section 3(a)(10) of the Act (15 U.S.C. 780; Section 3(a) Section 3(a) Section 3(a)(10) of the Act (15 U.S.C. 780; Section 3(a) Section 3(a) Section 3(a)(10) of the Act (15 U.S.C. 780; Section 3(a) Section 3(a) Section 3(a)(10) of the Act (15 U.S.C. 780; Section 3(a) Section 3(a)			390 Park Avenue, New York, New York 10022-4608		
Pennsylvania         FTE-H 2-L;       Title of Class of Securities: Common stock, \$0.01 par value (the "Common Stock")         FTE-H 2-L;       CJSIP Number: D13872106         FTE-H 2-L;       CJSIP Number: D13872106         FTE-H 2-L;       If This Statement is Filed Pursuant to §240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a: D13872106         FTE-H 2-L;       If This Statement is Filed Pursuant to §240.13d-1(b) (JSIC, 780; D1 and a defined in section 3(a)(6) of the Act (15 U.S.C. 780; D1 and a defined in section 3(a)(6) of the Act (15 U.S.C. 780; D1 and a scatement adviser in accordance with §240.13d-1(b) (JSIC, SC, 80a-8); D1 and a scatement adviser in accordance with §240.13d-1(b) (JSIC, SC, 80a-8); D1 and a scatement adviser in accordance with §240.13d-1(b) (JSIC, SC, 80a-8); D1 and a scatement adviser in accordance with §240.13d-1(b) (JSIC, SC, 80a-8); D1 and a scatement adviser in accordance with §240.13d-1(b) (JSIC, SC, 80a-8); D1 and a scatement adviser in accordance with §240.13d-1(b) (JSIC, SC, 80a-8); D1 and a scatement adviser in accordance with §240.13d-1(b) (JSIC, SC, 80a-8); D1 and a scatement adviser in accordance with §240.13d-1(b) (JSIC, SIG, SIG, SIG, SIG, SIG, SIG, SIG, SIG	ITE	M 2(	r): Citizenshin:		
HEH 2:::::::::::::::::::::::::::::::::::					
Common stock, \$0.01 par value (the "Common Stock")         ITEM 2:       CUSIP Number: 013872106         ITEM 3:       If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:         (a)       Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);         (b)       Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);         (c)       Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);         (d)       Investment company registered under section 6 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);         (e)       An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);         (f)       An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);         (g)       A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);         (h)       A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);         (i)       Achurch plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);         (i)       Achurch plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);         (i)       Achurch plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); <td></td> <td></td> <td></td>					
HEXEX       CUSIP Number:         J3872106    In this Statement is Filed Pursuant to §\$240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:          (a)       A         (a)       A         (b)       B         (b)       B         (c)       B         (c)       A         (c)       A         (c)       B         (c)       B <tr< td=""><td>ITE</td><td>M 2(</td><td>d): Title of Class of Securities:</td></tr<>	ITE	M 2(	d): Title of Class of Securities:		
013872106         TTEW :       If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:         (a)       Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);         (b)       Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 780);         (c)       Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 780);         (d)       Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 780);         (e)       An investment company registered under section 6 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);         (e)       An investment adviser in accordance with §240.13d-1(b)(1)(i)(F);         (f)       An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);         (g)       Aparent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);         (h)       Asavings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);         (h)       Achterch plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);         (i)       Goup, in accordance with §240.13d-1(b)(1)(i)(F);         (i)       Goup, in accordance with §240.13d-1(b)(1)(i)(F);         (ii)       Goup, in accordance file on the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);			Common stock, \$0.01 par value (the "Common Stock")		
013872106         TTEW :       If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:         (a)       Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);         (b)       Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 780);         (c)       Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 780);         (d)       Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 780);         (e)       An investment company registered under section 6 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);         (e)       An investment adviser in accordance with §240.13d-1(b)(1)(i)(F);         (f)       An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);         (g)       Aparent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);         (h)       Asavings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);         (h)       Achterch plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);         (i)       Goup, in accordance with §240.13d-1(b)(1)(i)(F);         (i)       Goup, in accordance with §240.13d-1(b)(1)(i)(F);         (ii)       Goup, in accordance file on the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);	TTE	MD			
Here       Infustment is Field Pursuant os §\$240.31d-(b) or 240.13d-(b) or (b). Check Whether the Person Filing is a:         (a)               Isokar or dealer registered under section 15 of the Act (15 U.S.C. 786);         (b)               Isokar or dealer asction 3(a)(6) of the Act (15 U.S.C. 786);         (c)               Isokar or company as defined in section 3(a)(19) of the Act (15 U.S.C. 786);         (c)               Isokar or company as defined in section 3(a)(19) of the Act (15 U.S.C. 786);         (d)               Isokar or company as defined in section 3(a)(19) of the Act (15 U.S.C. 786);         (e)               Isokar or company as defined in section 3(a)(19) of the Act (15 U.S.C. 786);         (f)               Isokar or company as defined in section 3(a)(19) of the Act (15 U.S.C. 786);         (f)               Isokar or company as defined in section 3(a)(19) of the Act (15 U.S.C. 786);         (f)               Isokar or company as defined in section 3(a)(19) (19)(19)(19)(19)(19)(19)(19)(19)(19)(19)	116	101 2(0			
<ul> <li>(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);</li> <li>(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);</li> <li>(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);</li> <li>(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);</li> <li>(e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);</li> <li>(f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);</li> <li>(g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);</li> <li>(h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);</li> <li>(i) Achurch plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);</li> <li>(j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).</li> </ul>			0100/2100		
(b)       Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);         (c)       Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);         (d)       Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);         (e)       An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);         (f)       An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);         (g)       A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);         (h)       A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);         (i)       A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);         (j)       Group, in accordance with §240.13d-1(b)(1)(ii)(J.	ITEM 3: If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:				
<ul> <li>(c)   Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);</li> <li>(d)   Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);</li> <li>(e)   An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);</li> <li>(f)   An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);</li> <li>(g)   A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);</li> <li>(h)   A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);</li> <li>(i)   A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);</li> <li>(j)   Group, in accordance with §240.13d-1(b)(1)(ii)(J).</li> </ul>	(a)		Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);		
<ul> <li>(d) □ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);</li> <li>(e) □ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);</li> <li>(f) □ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);</li> <li>(g) □ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);</li> <li>(h) □ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);</li> <li>(i) □ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);</li> <li>(j) □ Group, in accordance with §240.13d-1(b)(1)(ii)(J).</li> </ul>	(b)		Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);		
<ul> <li>(e) □ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);</li> <li>(f) □ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);</li> <li>(g) □ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);</li> <li>(h) □ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);</li> <li>(i) □ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);</li> <li>(j) □ Group, in accordance with §240.13d-1(b)(1)(ii)(J).</li> </ul>	(c)		Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);		
<ul> <li>(f) □ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);</li> <li>(g) □ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);</li> <li>(h) □ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);</li> <li>(i) □ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);</li> <li>(j) □ Group, in accordance with §240.13d-1(b)(1)(ii)(J).</li> </ul>	(d)		Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);		
<ul> <li>(g) □ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);</li> <li>(h) □ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);</li> <li>(i) □ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);</li> <li>(j) □ Group, in accordance with §240.13d-1(b)(1)(ii)(J).</li> </ul>	(e)		An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);		
<ul> <li>(h) □ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);</li> <li>(i) □ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);</li> <li>(j) □ Group, in accordance with §240.13d-1(b)(1)(ii)(J).</li> </ul>	(f)		An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);		
<ul> <li>(i) □ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);</li> <li>(j) □ Group, in accordance with §240.13d-1(b)(1)(ii)(J).</li> </ul>	(g)		A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);		
U.S.C. 80a-3); (j) □ Group, in accordance with §240.13d-1(b)(1)(ii)(J).	(h)		A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);		
	(i)				
If filing as a non-U.S. institution in accordance with Rule 240.13(d)-1(b)(1)(ii)(J), please specify the type of institution:	(j)		Group, in accordance with §240.13d-1(b)(1)(ii)(J).		
	If filing as a non-U.S. institution in accordance with Rule 240.13(d)-1(b)(1)(ii)(J), please specify the type of institution:				

#### ITEM 4: Ownership:

*Explanatory Note*: Prior to November 1, 2016, the Company was a wholly owned subsidiary of the Reporting Person. On November 1, 2016, the Reporting Person completed the separation of the Company through the distribution of approximately 80.1% of the shares of Common Stock of the Company to the Reporting Person's shareholders. Immediately following the distribution, the Reporting Person owned 36,311,767 shares, or approximately 19.9%, of the Common Stock of the Company.

#### ITEM 4(a) Amount Beneficially Owned:

36,311,767 shares of Common Stock.

#### ITEM 4(b) Percent of Class:

19.7%. The percent of class is based on a denominator of 184,005,530 shares of Company common stock outstanding as of February 3, 2017, as reported in the Company's Amendment No. 1 to its Registration Statement on Form S-1 filed with the U.S. Securities and Exchange Commission on February 8, 2017.

#### ITEM 4(c) Number of Shares of which such person has:

(i) Sole power to vote or direct the vote:

0. In connection with the spin-off, the Reporting Person and the Company entered into a Stockholder and Registration Rights Agreement, dated as of October 31, 2016, pursuant to which the Reporting Person granted to the Company a proxy to vote its shares of Company Common Stock owned by the Reporting Person immediately after the distribution in proportion to the votes cast by the Company's other stockholders. As a result, the Reporting Person does not exercise voting power over any of the shares of Company Common Stock that it beneficially owns.

(ii) Shared power to vote or direct the vote:

0.

(iii) Sole power to dispose or direct the disposition of:

36,311,767.

(iv) Shared power to dispose or direct the disposition of:

0.

ITEM 5: Ownership of Five Percent or Less of a Class:

Not applicable.

#### ITEM 6: Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

ITEM 7:	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:
	Not applicable.
ITEM 8:	<b>Identification and Classification of Members of the Group:</b> Not applicable.
ITEM 9:	Notice of Dissolution of a Group: Not applicable.

# ITEM 10: Certifications:

Not applicable.

### SIGNATURE

After reasonable 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.

Dated: February 14, 2017

## ARCONIC INC.

By: /s/ Katherine H. Ramundo

Name: Katherine H. Ramundo Title: Executive Vice President, Chief Legal Officer and Secretary