## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

## **SCHEDULE 14A**

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant  $extsf{ }$ 

Filed by a Party other than the Registrant  $\Box$ 

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)

(Name of Person(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:

Arconic Inc. (the "Company") posted two videos on its web site at www.arconic.com/global/en/investors/annual-meeting.asp (the "Annual Meeting Website"). The transcripts of the videos are below:

### CNBC "Squawk Box" - Manufacturing Disruptors

Joe Kernen: 3D printing is transforming the way goods have traditionally been made. Morgan Brennan joins us now with how that technology is upending, you would think it would, manufacturing. Morgan:

Morgan Brennan: Hey, Joe, that's right. So take a look at this. This is a piece of an air foil for a jet engine. It's made of nickel by Arconic. This was 3D printed in the machine behind me yesterday. So using traditional methods you're looking at up to 14 weeks to make a full air foil. Using this machine, about nine hours. Now the end result also weighs less. There's really no wasted material. This is the reason Arconic is 3D printing parts for Airbus planes and why this technology overall, which is called additive manufacturing, is on the cusp of completely revolutionizing the way things get made.

Don Larsen: This market is growing like doubling each year for us within Arconic. It's a huge advantage to our customers. Our customers are demanding more innovative products that have lower cost. And you know, that's one of the reasons why we're doing this.

Morgan Brennan: And it's not surprising. Additive is a focus of every major industrial company right now. For example just yesterday, news that Boeing's going to start incorporating 3D printed parts into its 787 Dreamliner. GE recently purchased two machine makers and is making the fuel - printing the fuel nozzle for its new jet engine in-house. Other companies, 3M, Siemens, Lockheed Martin, Ford are just some of the companies that are also looking into and developing this tech. But right now, the biggest application is aerospace with 3D printing in that industry expected to grow by about 55% per year through 2020, according to Technavio. That's where Arconic is applying this process right now. Aerospace is the biggest business for that company. And this is one of the ways alongside a broader push in digitization and automation that this company, in the midst of activist investor pressure, is cutting costs and looking to boost its profit margins, and of course, growing market share. Guys?

Kelly Evans: I learned, Morgan, by the way, that's how Alcoa got its start was back in the '20s or something coming up with some way to use aluminum in planes, and you know, so — you know, it almost feels like with this 3D printing like it's so new. But maybe this is just the next, you know, different thing.

Morgan Brennan: I'm glad you brought that up because I was talking to the folks here yesterday and they said that they started experimenting with 3D printing in its earliest forms almost 30 years ago and that they've been really seriously looking at this for about 20 years now. The metal part of 3D printing, which is how, you know, a part like this gets made, is a much newer technology that's really become much more in force in the last couple of years. But 3D printing is one of those technologies you've heard about it on the consumer side. You know 3D printed chocolates, things like that. But on the industrial side this has been in the works for decades and it is now at a tipping point where you're really starting to see it disrupt the manufacturing process, particularly in things like aerospace where you need a lot of customization and sort of high skill to make these parts.

Kelly Evans: Yeah. Well we'll know it's serious if those glasses are 3D printed too. They're - you know - just pop them right out of the machine and put them on. Thank you, Morgan, appreciate it. Good stuff.

### Nightly Business Report – Additive Manufacturing

Tyler Mathisen: Well the word manufacturing evokes images of welding and hands-on labor, think again. There's a technology that's changing a lot of that and its known as additive manufacturing or 3D printing. And it's cutting cost and time out of the equation. Morgan Brennan has that story from Whitehall, Michigan.

Morgan Brennan: It's called additive manufacturing, but you probably already know it as 3D printing. Decades in the making, this technology is on the cusp of revolutionizing the way things get made.

Don Larsen: For thousands of years, we've been manufacturing components in a very similar way.

Morgan Brennan: Don Larsen oversees some 3D printing operations for Arconic, the metal manufacturer formerly known as Alcoa.

Don Larsen: This would be a part made by conventional means. The advantage of 3D printing is we start with nothing and we build the part out of a bed of metal powder. And it really opens up the design flexibility of manufacturing the part.

Morgan Brennan: Aerospace is where 3D printing has right now the biggest application. It's the reason Technavio forecasts that 3D printing within the sector will grow by more than 50% each year through 2020. Aerospace is Arconic's biggest business, and it's using this process to make plane parts for customers like Airbus. Using traditional methods, making a jet engine air foil would take up to 14 weeks. Using a 3D printing machine, it takes 9 hours. But Arconic is also printing pieces for R&D use for traditional manufacturing. Cutting the lead time for products from 52 weeks down to 25.

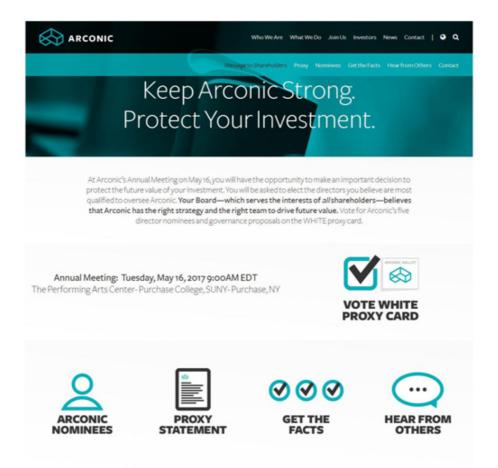
Mike Pepper: What's wonderful about Arconic's commitment to digital and to 3D printing is, we've been doing this for 20 years.

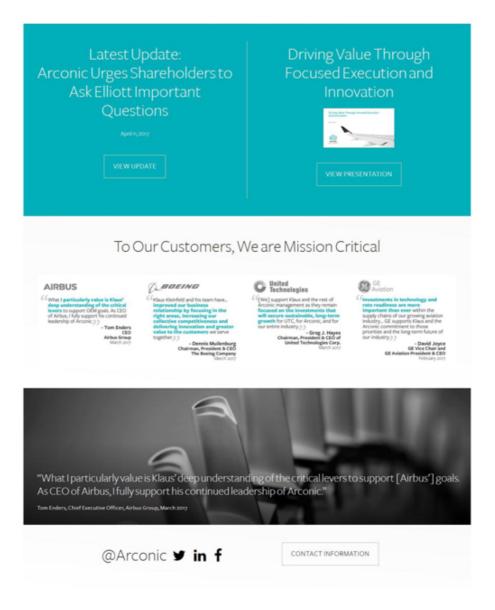
Morgan Brennan: Mike Pepper, special advisor of advanced technology at Arconic says the tech is finally becoming reality thanks in part to the digitization of factory floors. And Arconic isn't alone. Additive manufacturing is a focus of every major industrial company right now. From Boeing to GE, Siemens, 3M, Lockheed Martin and Ford are all using 3D too. Analysts say manufactures are doubling down.

Josh Sullivan: They see the cost savings, the products are improving in quality and quantity. So it's really a matter of time

Morgan Brennan: And that time is fast approaching. For Nightly Business Report, I'm Morgan Brennan in Whitehall, Michigan.

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Forward-Looking Statements
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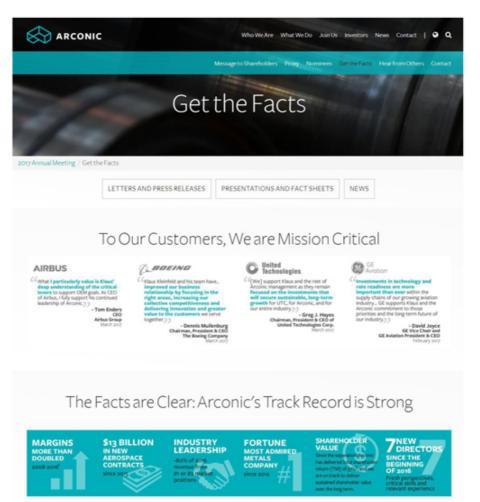


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# Defined Plan for Value Creation Over the Next Three Years Arconic Plansto:











Compounded annual growth rate from year end point to year end point factuated combined segment SB/TDA margin expansion por6A - point.

## Strong Customer Relationships

Our people make the products that supply industry leaders, including GE, Pratt & Whitney, Boeing, Airbus and Ford



"Investments in technology and "What I particularly value is Klaus' rate readiness are more **AIRBUS** deep understanding of the critical important than ever within the levers to support [Airbus'] goals. As supply chains of our growing CEO of Airbus, I fully support his aviation industry. GE supports continued leadership of Arconic." Klaus and the Arconic **Tom Enders** [ *Chief Executive* Commitment to those priorities of further and the large for an effect. and the long-term future of our industry." David Joyce | Vice Chair of GE, February 2017

### Cutting-Edge Innovation

Investing in R&D for a healthy pipeline of technology to create a successful future











Keep Arconic Strong. Vote the White Proxy Card: the Right Board, the Right Leadership and the Right Strategy.

### Letters and Press Releases

#### April 11, 2017

Arconic Urges Shareholders to Ask Elliott Important Questions

#### April 10, 2017

Customers Endorse Arconic Management, Strategy

#### April 5, 2017

Arconic Board Issues New Letter to Shareholders

March 27, 2017

Arconic Highlights Board Strength, Management's Record of Execution and Elliott Management's Misunderstanding of Arconic's Business

#### March 24, 2017

Arconic Board Affirms: Company has Right Leadership, Right Strategy to Deliver Shareholder Value

#### March 17, 2017

Letter to Shareholders: Protect the Value of Your Investment

#### March 13, 2017

Arconic Files Definitive Proxy Materials, Issues Open Letter to Shareholders: Vote the WHITE Proxy Card

#### March 2, 2017

Independent Directors of Arconic Board Publish New Letter to Shareholders

#### March 2, 2017

Arconic Announces Appointment of David P. Hess to Board of Directors

#### February 7, 2017

Arconic Comments on Elliott Management's Multiple Restatements of its Own Financial Analysis

#### February 6, 2017

Independent Directors of Arconic Board Publish Letter to Shareholders

#### January 31, 2017

The 12 Independent Directors of Arconic – Three of Whom Were Nominated by Elliott – Support Arconic Management and Klaus Kleinfeld as Chairman and CEO

### Presentations and Fact Sheets

### April 10, 2017

Key Arconic Customers – Airbus, Boeing, United Technologies and GE Aviation - Endorse Company Management Team and Strategy



#### April 5, 2017

The Facts: Arconic Leadership Has Delivered \$8B in Shareholder Wealth Over the Last 8 Years<sup>1</sup>







### News

### February 1, 2017

Klaus Kleinfeld Responds to Elliott Management on CNBC



#### and-Looking Statements

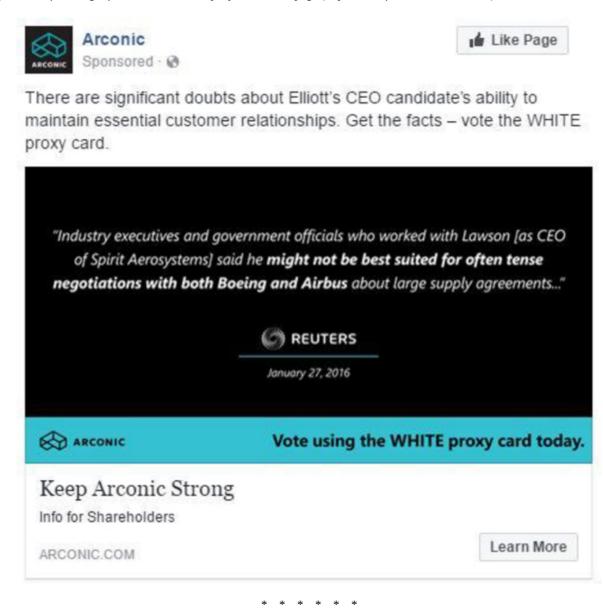
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The Company posted the following information to the Company's Facebook page (https://www.facebook.com/arconic):



The Company posted the following information to its LinkedIn profile (https://www.linkedin.com/company/arconic):



Elliot's CEO candidate mysteriously departed from his previous employers. Get the facts – vote the WHITE proxy card. https://goo.gl/yVARhl



Arconic 2m

There are significant doubts about Elliott's CEO candidate's ability to maintain essential customer relationships: https://goo.gl/yVARhl

"Industry executives and government officials who worked with Lawson [as CEO of Spirit Aerosystems] said he **might not be best suited for often tense negotiations with both Boeing and Airbus** about large supply agreements..."



January 27, 2016



Vote using the WHITE proxy card today.

Keep Arconic Strong. Protect Your Investment. arconic.com The Company sent the following Tweets under the Twitter handle @arconic (https://twitter.com/arconic):



Elliot's CEO candidate mysteriously departed from his previous employers. Get the facts – vote the WHITE proxy card: goo.gl/dZQiWF

"'His sudden decision to go [from Spirit AeroSystems] with contract negotiations with Boeing and Airbus unresolved is puzzling."

WALL STREET JOURNAL

Quote from Cai von Rumohr, Aerospace Analyst at Cowen & Co., June 8, 2016

Vote using the WHITE proxy card today.



There are significant doubts about Elliott's CEO candidate's ability to maintain essential customer relationships: goo.gl/ucs3im

"Industry executives and government officials who worked with Lawson [as CEO of Spirit Aerosystems] said he **might not be best suited for often tense negotiations with both Boeing and Airbus** about large supply agreements..."

() REUTERS

January 27, 2016

Vote using the WHITE proxy card today.



Can Elliott Management's candidate CEO truly serve the interests of \$ARNC shareholders while on Elliott's payroll? goo.gl/GXodbc





.@AirbusGroup CEO Tom Enders supports \$ARNC leadership. You can too: vote the WHITE proxy card: goo.gl/GXodbc



The Company used the following recorded message for its Investor Relations phone line:

"The 2017 Annual Shareholder Meeting will occur on Tuesday, May 16, 2017 at 9 a.m. at The Performing Arts Center-Purchase College in SUNY-Purchase, New York.

If you have questions or need assistance with voting, please contact INNISFREE M&A INCORPORATED. Shareholders Call Toll-Free at (877) 750-5836 Banks and Brokers Call Collect at (212) 750-5833

At Arconic's Annual Meeting, you will have the opportunity to make an important decision to protect the future value of your investment. You will be asked to elect the directors you believe are most qualified to oversee Arconic. Your Board —which serves the interests of all shareholders —believes that Arconic has the right strategy and the right team to drive future value.

Please vote for Arconic's five director nominees and governance proposals by telephone, via the Internet or by signing, dating and returning the WHITE proxy card. Simply follow the easy instructions on the WHITE proxy card."