

ALCOA INC.  
Form 8-K  
July 23, 2015

**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): July 23, 2015 (July 23, 2015)**

**ALCOA INC.**

**(Exact name of registrant as specified in its charter)**

**Pennsylvania**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**1-3610**  
**(Commission**

**25-0317820**  
**(I.R.S. Employer**

**File Number)**  
**390 Park Avenue, New York, New York 10022-4608**

**Identification No.)**

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**(Address of principal executive offices) (Zip Code)**

**Office of Investor Relations 212-836-2674**

**Office of the Secretary 212-836-2732**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(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))

**Item 8.01. Other Events.**

Alcoa Inc. ( Alcoa ) is registering 39,414,844 shares of its common stock, par value \$1.00 per share, under Alcoa s registration statement on Form S-3 (File No. 333-197371) (the Registration Statement ), as supplemented by a prospectus supplement, dated as of July 23, 2015, filed with the Securities and Exchange Commission on July 23, 2015. The shares are issuable to (i) certain former employees of RTI International Metals, Inc. ( RTI ) upon the exercise of certain options issued by RTI under RTI s 2014 Stock and Incentive Plan, as amended (the 2014 Plan ) and RTI s 2004 Stock Plan, as amended (the 2004 Plan and together with the 2014 Plan, the Plans ) and (ii) holders of RTI s 3.000% Convertible Senior Notes due 2015 and 1.625% Convertible Senior Notes due 2019 upon conversion thereof.

Attached hereto and incorporated by reference into the Registration Statement are copies of the Plans and the opinion of Thomas F. Seligson, Esq., Counsel of Alcoa.

**Item 9.01. Financial Statements and Exhibits.**

(d) The following exhibits are filed as part of this report:

- 4(a) RTI International Metals, Inc. 2014 Stock and Incentive Plan.
- 4(b) RTI International Metals, Inc. 2004 Stock Plan.
- 5 Opinion of Thomas F. Seligson, Esq.

**SIGNATURES**

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.

Dated: July 23, 2015

**ALCOA INC.**

By: /s/ Max Laun

Name: Max Laun

Title: Vice President and General  
Counsel

**EXHIBIT INDEX**

Exhibit No.	Description
4(a)	RTI International Metals, Inc. 2014 Stock and Incentive Plan.
4(b)	RTI International Metals, Inc. 2004 Stock Plan.
5	Opinion of Thomas F. Seligson, Esq.