Arconic Inc.
Form S-8 POS
January 05, 2018

As filed with the Securities and Exchange Commission on January 5, 2018

Registration No. 333-32516

Registration No. 333-106411

Registration No. 333-128445

Registration No. 333-146330

Registration No. 333-153369

Registration No. 333-155668

Registration No. 333-159123

Registration No. 333-168428

Registration No. 333-170801

Registration No. 333-182899

Registration No. 333-189882

Registration No. 333-203275

Registration No. 333-209772

Registration No. 333-212246

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ARCONIC INC.

(Exact name of registrant as specified in its charter)

Delaware	**25-0317820**
(State of Incorporation)	**(I.R.S. Employer Identification No.)**

390 Park Avenue

New York, New York 10022-4608

(Address of principal executive office, including zip code)

ARCONIC BARGAINING RETIREMENT SAVINGS PLAN

ARCONIC SALARIED RETIREMENT SAVINGS PLAN

ARCONIC HOURLY NON-BARGAINING RETIREMENT SAVINGS PLAN

ARCONIC FASTENER SYSTEMS AND RINGS RETIREMENT SAVINGS PLAN

ARCONIC RETIREMENT SAVINGS PLAN FOR ATEP BARGAINING EMPLOYEES

2013 ARCONIC STOCK INCENTIVE PLAN, AS AMENDED AND RESTATED

2009 ALCOA STOCK INCENTIVE PLAN

RTI INTERNATIONAL METALS, INC. 2014 STOCK AND INCENTIVE PLAN, AS AMENDED

RTI INTERNATIONAL METALS, INC. 2004 STOCK PLAN, AS AMENDED

(Full Title of Plans)

Katherine H. Ramundo

Executive Vice President, Chief Legal Officer and Secretary

390 Park Avenue

New York, New York 10022-4608

(212) 836-2656

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x

Accelerated filer ¨

Non-accelerated filer ¨ (Do not check if a smaller reporting company)

Smaller reporting company ¨

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ¨

EXPLANATORY NOTE

This Post-Effective Amendment (the "Amendment") incorporates by reference the contents of the Registration Statements on Form S-8 filed by Arconic Inc. ("Arconic") with the U.S. Securities and Exchange Commission (the "SEC") on the following dates:

- March 15, 2000 (File No. 333-32516)
- June 24, 2003 (File No. 333-106411)
- September 20, 2005 (File No. 333-128445)
- September 26, 2007 (File No. 333-146330)
- September 8, 2008 (File No. 333-153369)
- November 25, 2008 (File No. 333-155668)
- May 11, 2009 (File No. 333-159123)
- July 30, 2010 (File No. 333-168428)
- November 23, 2010 (File No. 333-170801)
- July 27, 2012 (File No. 333-182899)
- July 10, 2013 (File No. 333-189882)
- February 26, 2016 (File No. 333-209772)
- June 24, 2016 (File No. 333-212246)

as well as the contents of the Registration Statement on Form S-4 (File No. 333-203275) filed with the SEC on April 7, 2015, each as amended from time to time (collectively, the "Registration Statements"), which relate to:

- the Arconic Bargaining Retirement Savings Plan,
- the Arconic Salaried Retirement Savings Plan,
- the Arconic Hourly Non-Bargaining Retirement Savings Plan,
- the Arconic Fasteners and Rings Retirement Savings Plan,
- the Arconic Retirement Savings Plan for ATEP Bargaining Employees,
- the 2013 Arconic Stock Incentive Plan, as amended and restated,
- the 2009 Alcoa Stock Incentive Plan,
- the RTI International Metals, Inc. 2014 Stock and Incentive Plan, as amended, and
- the RTI International Metals, Inc. 2004 Stock Plan, as amended (collectively, the "Plans").

This Amendment constitutes Post-Effective Amendment No. 10 to Registration Statement Nos. 333-32516 and 333-106411; Post-Effective Amendment No. 5 to Registration Statement Nos. 333-128445, 333-146330, 333-153369, 333-155668 and 333-168428; Post-Effective Amendment No. 4 to Registration Statement Nos. 333-170801, 333-182899 and 333-209772; Post-Effective Amendment No. 2 to Registration Statement No. 333-203275; and Post-Effective Amendment No. 1 to Registration Statement Nos. 333-159123, 333-189882 and 333-212246.

On December 31, 2017, Arconic Inc., a Pennsylvania corporation ("Arconic Pennsylvania" or, prior to the Reincorporation (as defined below), the "Company") merged with and into Arconic Inc., a Delaware corporation ("Arconic Delaware" or, following the Reincorporation, the "Company") in order to effect the change of the Company's jurisdiction of incorporation from Pennsylvania to Delaware (the "Reincorporation"). The shareholders of Arconic Pennsylvania approved the Reincorporation at a special meeting of shareholders held on November 30, 2017. Arconic Delaware is deemed to be the successor issuer of Arconic Pennsylvania under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

This Amendment to the Registration Statements is being filed pursuant to Rule 414 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), solely to update the Registration Statements as a result of the Reincorporation. In connection with the Reincorporation, Arconic Delaware assumed the Plans and all of the outstanding equity awards and notional share units under the Plans. At the effective time of the Reincorporation, each outstanding equity award and notional share unit relating to shares of Arconic Pennsylvania's common stock was converted into an equity award or notional share unit, as applicable, relating to an equivalent number of shares of Arconic Delaware's common stock on the same terms and subject to the same conditions.

In accordance with Rule 414 of the Securities Act, except as modified by this Amendment, Arconic Delaware, as successor issuer to Arconic Pennsylvania, hereby expressly adopts the Registration Statements as its own registration statements for all purposes of the Securities Act and the Exchange Act, as updated by subsequent filings under the Exchange Act. The applicable registration fees were paid at the time of the original filings of the Registration Statements.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The SEC allows the Company to "incorporate by reference" in the Registration Statements the information in the documents that it files with the SEC, which means that the Company can disclose important information to you by referring you to those documents. The information incorporated by reference in the Registration Statements is considered to be a part of the Registration Statements, and information in documents that the Company files later with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained in the Registration Statements. The Company incorporates by reference in the Registration Statements the documents listed below and any future filings that it may make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Amendment and prior to the filing of a post-effective amendment to the Registration Statements which indicates that all securities offered thereby have been sold or which deregisters all securities then remaining unsold, except that the Company is not incorporating by reference any information that is deemed to have been furnished and not filed in accordance with SEC rules.

- The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (the "Annual Report").

3

- The Company's Quarterly Reports on Form 10-Q filed since the end of the fiscal year covered by the Annual Report.

- The Company's Current Reports on Form 8-K filed since the end of the fiscal year covered by the Annual Report.

- The description of the Company's common stock, par value $1.00 per share, (the "Common Stock") contained in the Company's Registration Statement on Form 8-A/A (File No. 001-03610), filed January 4, 2018, including any amendment or report filed or to be filed for the purpose of updating such description.

The Company will furnish without charge to you, upon written or oral request, a copy of any or all of the documents described above, except for exhibits to those documents, unless the exhibits are specifically incorporated by reference into those documents. Requests for copies should be addressed to:

Arconic Inc.

Attention: Investor Relations

390 Park Avenue

New York, New York 10022-4608

Telephone: (212) 836-2758

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

The Company has purchased a directors and officers liability insurance policy with an aggregate limit of $500 million for liability of directors and officers. The insurance also includes within that limit $200 million of coverage, subject to a deductible, for reimbursement to the Company for indemnification provided to directors and officers. The policy has an expiration date of November 1, 2018 and provides liability insurance and reimbursement coverage for the Company and its directors and officers that is permitted by the laws of Delaware.

Section 145 of the General Corporation Law of the State of Delaware (as amended, the "DGCL") grants a corporation the power to indemnify its officers and directors, under certain circumstances and subject to certain conditions and limitations as stated therein, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by them as a result of threatened, pending or completed actions, suits or proceedings brought against them by reason of the fact that they are or were an officer or director of the corporation or served at the request of the corporation if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

Article VI of the Company's Bylaws provides that the Company shall indemnify and hold harmless each person who was or is a party to, or is otherwise threatened to be made a party to, any threatened, pending or completed action, suit or proceeding (a "Proceeding"), by reason of the fact that he or she (or a person of whom he or she is the legal representative), is or was a director or officer of the Company or, while serving as a director or officer of the Company, is or was serving at the request of the Company as a director, officer, trustee, employee or agent of another entity (a "Covered Person"), to the fullest extent permitted by the DGCL, against all expenses, liability and loss reasonably incurred or suffered by such Covered Person in connection therewith; provided, however, that the Company shall indemnify any such Covered Person seeking indemnification in connection with a Proceeding (or part thereof) initiated by such Covered Person only if such Proceeding (or part thereof) was authorized by the Board of Directors of the Company. The Company has entered into indemnity agreements with its directors and officers consistent with the foregoing.

The Company's Bylaws also provide that, to the fullest extent permitted by the DGCL, each Covered Person shall have the right to be paid by the Company the expenses (including reasonable attorneys' fees) incurred in connection with any Proceeding in advance of its final disposition; provided, that if the DGCL requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer shall be made only upon delivery to the Company of an undertaking by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right of appeal that such director or officer is not entitled to be indemnified for such expenses.

Section 145 of the DGCL and the Bylaws also provide that the indemnification provided for therein shall not be deemed exclusive of any other rights to which those seeking indemnification may otherwise be entitled.

Section 102(b)(7) of the DGCL provides that a Delaware corporation's certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) certain unlawful share purchases, redemptions, or dividends; or (iv) for any transaction from which the director derived an improper personal benefit. The Company's Certificate of Incorporation provides that a director of the Company shall not be personally liable either to the Company or to any of its stockholders for monetary damages for breach of fiduciary duty as a director, to the fullest extent permitted by the DGCL.

The foregoing description of certain provisions of Company's Certificate of Incorporation and Bylaws does not purport to be complete, and is subject to, and qualified in its entirety by, the Company's Certificate of Incorporation and Bylaws, which have been filed and are incorporated by reference herein as Exhibit 4.1 and 4.2, respectively.

Item 7. Exemption From Registration Claimed.

Not Applicable.

5

Item 8. Exhibits.

The following exhibits are filed with or incorporated by reference into this Amendment (numbering corresponds to Exhibit Table in Item 6.01 of Regulation S-K).

Exhibit Number	Description
4.1	Certificate of Incorporation of Arconic Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on January 4, 2018).
4.2	Bylaws of Arconic Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed with the SEC on January 4, 2018).
5.1	Opinion of Richards, Layton & Finger, P.A.
15.1	Letter regarding unaudited interim financial information.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5.1).
24.1	Power of Attorney of certain directors of the Company (incorporated by reference to Exhibit 24 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on February 28, 2017).

Item 9. Undertakings.

Incorporated by reference to the Registration Statements.

INDEX TO EXHIBITS

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, the State of New York, on January 5, 2018.

ARCONIC INC.

(Registrant)

By /s/ Paul Myron
Paul Myron
Vice President and Controller
(Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed below by the following persons in the capacities and on the dates indicated.

Signature	**Title**	**Date**
/s/ David P. Hess **David P. Hess**	Interim Chief Executive Officer; Director (Principal Executive Officer)	January 5, 2018
/s/ Ken Giacobbe **Ken Giacobbe**	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	January 5, 2018
/s/ Paul Myron **Paul Myron**	Vice President and Controller (Principal Accounting Officer)	January 5, 2018

Arthur D. Collins, Jr., Rajiv L. Gupta, Sean O. Mahoney, E. Stanley O'Neal, John C. Plant, Julie G. Richardson, Patricia F. Russo and Ulrich R. Schmidt, each as a Director, on January 5, 2018, by Paul Myron, their attorney-in-fact.

/s/ Paul Myron
Attorney-in-fact

8