

Arconic Inc.
Form DEFA14A
March 20, 2017

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

Filed by a Party other than the Registrant

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:

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Arconic Waives Limited Voting Commitment Contained in

2016 Settlement with Oak Hill Capital

NEW YORK, March 20, 2017 Arconic (NYSE: ARNC) today announced that it has waived the limited voting commitment of Oak Hill Capital Partners III, L.P. and Oak Hill Capital Management Partners III, L.P. (Oak Hill). Oak Hill received Arconic shares as part of the sale of Firth Rixson to Arconic at the end of 2014. The commitment was contained in an August 2016 agreement resolving a working capital adjustment related to the sale.

The agreement did not restrict Oak Hill from selling shares of Arconic at any time, and if Oak Hill were to sell any shares, the voting commitment would terminate with respect to those shares. The voting commitment was added only after the financial terms were finalized; no additional value was given for the commitment. At the time of the agreement there was no pending proxy contest.

The settlement agreement with Oak Hill, of which the voting commitment was a part, was not considered material at that time and therefore was not publicly disclosed. Arconic promptly disclosed the commitment as soon as it confirmed that Oak Hill was a shareholder as of the record date for the contested 2017 Annual Meeting.

After reviewing in the context of the current active proxy contest, management and the Arconic Board determined that this provision should be waived in order to facilitate the fullest participation by all shareholders in the current proxy contest.

Arconic believes shareholders have an important decision to make at the Annual Meeting on May 16, 2017. We welcome the participation of all Arconic shareholders at the upcoming Annual Meeting.

About Arconic

Arconic (NYSE: ARNC) creates breakthrough products that shape industries. Working in close partnership with our customers, we solve complex engineering challenges to transform the way we fly, drive, build and power. Through the ingenuity of our people and cutting-edge advanced manufacturing techniques, we deliver these products at a quality and efficiency that ensure customer success and shareholder value. For more information: www.arconic.com. Follow @arconic: Twitter, Instagram, Facebook, LinkedIn and YouTube.

Dissemination of Company Information

Arconic intends to make future announcements regarding Company developments and financial performance through its website at www.arconic.com.