

ALLEGHENY TECHNOLOGIES INC  
Form S-8 POS  
December 18, 2015

Registration No. 333-188641

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**to**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**ALLEGHENY TECHNOLOGIES INCORPORATED**

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

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

**1000 Six PPG Place**

**25-1792394**  
**(I.R.S. Employer**

**Identification No.)**

**Pittsburgh, Pennsylvania 15222-5479902**

**(Address of principal executive offices)**

**ATI 401(k) SAVINGS PLAN**

**ATI LADISH HOURLY EMPLOYEES SAVINGS AND DEFERRAL INVESTMENT PLAN**

**(Full title of the plan)**

**Elliot S. Davis**

**Senior Vice President, General Counsel,**

**Chief Compliance Officer and Corporate Secretary**

**Allegheny Technologies Incorporated**

**1000 Six PPG Place**

**Pittsburgh, Pennsylvania 15222-5479**

**(Name and address of agent for service)**

**(412) 394-2800**

**(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

Accelerated filer

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

Smaller reporting company

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**EXPLANATORY NOTE**

The Registrant filed a Registration Statement on Form S-8 on May 16, 2013 (SEC File No. 333-188641) (the Registration Statement ) to register, under the Securities Act of 1933, as amended, an aggregate of 1,060,707 shares of the Registrant's Common Stock, \$.10 par value ( Common Stock ), issuable under (i) the Allegheny Ludlum, LLC Personal Retirement and 401(k) Savings Account Plan (the Allegheny Ludlum Plan ), (ii) The 401(k) Plan, (iii) the Allegheny Technologies Retirement Savings Plan (the Allegheny Technologies Plan ), (iv) the ATI Forgings and Castings Savings and Deferral Plan (the ATI Forgings Plan ) and (v) the ATI Ladish Hourly Employees Savings and Deferral Investment Plan (the ATI Ladish Plan ), with such shares of Common Stock being allocated among such plans as described in the Registration Statement. Effective November 30, 2015, the ATI Forgings Plan has been renamed the ATI 401(k) Savings Plan. Also effective November 30, 2015, all defined contribution plan account balances of employees who are not subject to collective bargaining arrangements have been transferred to the ATI 401(k) Savings Plan from, among other of the Registrant's defined contribution plans, (i) the Allegheny Ludlum Plan, (ii) The 401(k) Plan, (iii) the Allegheny Technologies Plan and (iv) the ATI Ladish Plan. As of the date of this Post-Effective Amendment No. 1 to the Registration Statement, no shares of Common Stock allocated to the Allegheny Ludlum Plan, The 401(k) Plan or the Allegheny Technologies Plan under the Registration Statement have been offered or sold thereunder, and approximately 13,000 shares of Common Stock allocated to the ATI Ladish Plan under the Registration Statement have been offered and sold thereunder. This Post-Effective Amendment No. 1 to the Registration Statement is being filed to reflect (i) the renaming of the ATI Forgings Plan as the ATI 401(k) Savings Plan and (ii) the reallocation of shares under the Registration Statement, as amended hereby. No additional shares of the Registrant's Common Stock are being registered hereby.

With this filing, the number of shares of Common Stock listed below are allocated to the respective plans from the aggregate amount originally registered under the Registration Statement:

<b>Plan Name</b>	<b>Shares</b>
ATI 401(k) Savings Plan	1,040,707
ATI Ladish Hourly Employees Savings and Deferral Investment Plan	20,000

**SIGNATURES**

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 No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on this 18th day of December, 2015.

ALLEGHENY TECHNOLOGIES INCORPORATED

By: /s/ Richard J. Harshman  
 Richard J. Harshman  
 Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement and the foregoing Power of Attorney have been signed by the following persons in the capacities and on the date(s) indicated:

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ Richard J. Harshman Richard J. Harshman	Chairman, President and Chief Executive Officer (Principal Executive Officer)	December 18, 2015
/s/ Patrick J. DeCourcy Patrick J. DeCourcy	Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	December 18, 2015
/s/ Karl D. Schwartz Karl D. Schwartz	Controller and Chief Accounting Officer (Principal Accounting Officer)	December 18, 2015
* Carolyn Corvi	Director	
* Diane C. Creel	Director	
* James C. Diggs	Director	

\*  
J. Brett Harvey                      Director

\*  
Barbara S. Jeremiah                      Director

David J. Morehouse                      Director

\*  
John R. Pipski                      Director

\*  
James E. Rohr                      Director

\*  
Louis J. Thomas                      Director

\*  
John D. Turner                      Director

\* By /s/ Elliot S. Davis                      Attorney-in-Fact  
Elliot S. Davis

December 18, 2015

Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator of the Plans has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on December 18, 2015.

ATI 401(k) SAVINGS PLAN  
ATI  
LADISH HOURLY EMPLOYEES SAVINGS AND  
DEFERRAL INVESTMENT PLAN

By: ALLEGHENY TECHNOLOGIES INCORPORATED  
as Plan Administrator

By: /s/ Patrick J. DeCourcy  
Patrick J. DeCourcy  
Senior Vice President, Finance  
and  
Chief Financial Officer