

Arconic Inc.  
Form DEF 14A  
March 28, 2019  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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

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 Pursuant to §240.14a-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)

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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:

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(3)

Filing party:

(4)

Date Filed:

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Letter to our Shareholders

March 27, 2019

Dear Arconic Shareholders:

You are cordially invited to attend the 2019 Annual Meeting of Shareholders of Arconic Inc. to be held on Tuesday, May 14, 2019, at 8:00 a.m. Eastern Time, at Arconic Cleveland Operations, 1616 Harvard Avenue, Building 53, Cleveland, OH 44105.

We are pleased to present you with our 2019 Proxy Statement, which represents our continuing commitment to transparency, good governance and performance-based executive compensation, and reflects the input we have received during dialogue with our investors. At the 2019 Annual Meeting, shareholders will vote on the matters set forth in the 2019 Proxy Statement and the accompanying notice of the annual meeting. Highlights of the detailed information included in the proxy statement can be found in the “Proxy Summary” starting on page 1.

Your vote is very important. Whether or not you will attend the meeting, we hope that your shares are represented and voted. In advance of the meeting on Tuesday, May 14, 2019, please cast your vote through the Internet, by telephone or by mail. Instructions on how to vote are found in the section entitled “Proxy Summary—How to Cast Your Vote” on page 1.

Thank you for being a shareholder of Arconic. We look forward to seeing you at the meeting.

Sincerely,

John C. Plant

Chairman and Chief Executive Officer

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Notice of 2019 Annual Meeting of Shareholders

Tuesday, May 14, 2019  
8:00 a.m. Eastern Time

Arconic Cleveland Operations  
1616 Harvard Avenue  
Building 53  
Cleveland, OH 44105

The Annual Meeting of Shareholders of Arconic Inc. (“Arconic” or the “Company”) will be held on Tuesday, May 14, 2019, at 8:00 a.m. Eastern Time, at Arconic Cleveland Operations, 1616 Harvard Avenue, Building 53, Cleveland, OH 44105. Shareholders of record of Arconic common stock at the close of business on March 25, 2019 are entitled to vote at the meeting.

The purposes of the meeting are:

1.  
to elect 10 directors to serve one-year terms expiring at the 2020 Annual Meeting of Shareholders;
2.  
to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2019;
3.  
to approve, on an advisory basis, executive compensation;
4.  
to approve the 2013 Arconic Stock Incentive Plan, as Amended and Restated;
5.  
to vote on a shareholder proposal, if properly presented at the meeting; and
6.  
to transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

You will need an admission ticket if you plan to attend the meeting. Only shareholders and authorized guests of the Company may attend the meeting and all attendees will be required to show a valid form of ID (such as a government-issued form of photo identification). If you hold your shares in street-name (i.e., through a bank or broker), you must also provide proof of share ownership, such as a letter from your bank or broker or a recent brokerage statement. Street-name holders planning on voting in person at the annual meeting must provide a “legal proxy” from their bank or broker. Please see the “Questions and Answers About the Meeting and Voting” section of the proxy statement for instructions on how to obtain an admission ticket.

We will provide a live webcast of the meeting from our website at <http://www.arconic.com> under “Investors—Annual Meeting.”

On behalf of Arconic’s Board of Directors,

Katherine Hargrove Ramundo  
Executive Vice President, Chief Legal Officer and Secretary  
March 27, 2019





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Proxy Statement

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF  
PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MAY 14, 2019**

The Notice of 2019 Annual Meeting of Shareholders and Proxy Statement and 2018 Annual Report are available at [www.ReadMaterial.com/ARNC](http://www.ReadMaterial.com/ARNC).

The Board of Directors of Arconic Inc. (“Arconic” or the “Company”) is providing this proxy statement in connection with Arconic’s 2019 Annual Meeting of Shareholders to be held on Tuesday, May 14, 2019 at 8:00 a.m. Eastern Time, at Arconic Cleveland Operations, 1616 Harvard Avenue, Building 53, Cleveland, OH 44105, and at any adjournment or postponement thereof.

Proxy materials or a Notice of Internet Availability of Proxy Materials (the “Notice”) are being first released to shareholders on or about March 28, 2019. In accordance with the rules and regulations adopted by the Securities and Exchange Commission (the “SEC”), instead of mailing a printed copy of the Company’s proxy materials to each shareholder of record, the Company may furnish proxy materials by providing access to those documents on the Internet. The Notice contains instructions on how to access our proxy materials and vote online, or in the alternative, request a paper copy of the proxy materials and a proxy card. Shareholders who do not receive the Notice will continue to receive either a paper or an electronic copy of our proxy materials.

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2019 Proxy Statement

Proxy Summary

We provide below highlights of certain information in this Proxy Statement. As it is only a summary, please refer to the complete Proxy Statement and Arconic’s 2018 Annual Report before you vote.

**2019 ANNUAL MEETING OF SHAREHOLDERS**

- Time and Date: 8:00 a.m. Eastern Time, May 14, 2019
- Place: Arconic Cleveland Operations, 1616 Harvard Avenue, Building 53, Cleveland, OH 44105
- Record Date: March 25, 2019
- Webcast: A live webcast of the meeting will be available from our website at <http://www.arconic.com> under “Investors—Annual Meeting.”
- Voting: Shareholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote on all matters to be voted on. As of March 25, 2019, the record date for the annual meeting, there were 453,083,173 shares of common stock outstanding and expected to be entitled to vote at the 2019 Annual Meeting. There are no other securities of the Company outstanding and entitled to vote at the 2019 Annual Meeting.
- Admission: An admission ticket is required to enter Arconic’s annual meeting. See Question 3 in the “Questions and Answers About the Meeting and Voting” section regarding how to obtain a ticket. Only shareholders and authorized guests of the Company may attend the meeting and all attendees will be required to show a valid form of ID (such as a government-issued form of photo identification). If you hold your shares in street-name (i.e., through a bank or broker), you must also provide proof of share ownership, such as a letter from your bank or broker or a recent brokerage statement.

**How to Cast Your Vote**

**YOUR VOTE IS IMPORTANT!** Please cast your vote and play a part in the future of Arconic.

Shareholders of Record, who hold shares registered in their names, can vote by:

- |  |                                   |                              |
|--|-----------------------------------|------------------------------|
| Internet at  | calling 1-888-693-8683            | mail                         |
| <a href="http://www.cesvote.com">www.cesvote.com</a> | toll-free from the U.S. or Canada | return the signed proxy card |

Beneficial Owners of Shares, who own shares through a bank, brokerage firm or other financial institution, can vote by returning the voting instruction form, or by following the instructions for voting via telephone or the Internet, as provided by the bank, broker or other organization. If you own shares in different accounts or in more than one name, you may receive different voting instructions for each type of ownership. Please vote all your shares.

If you are a shareholder of record or a beneficial owner who has a legal proxy to vote the shares, you may choose to vote in person at the annual meeting. Even if you plan to attend our annual meeting in person, please cast your vote by submitting a proxy as soon as possible.

Deadline for voting online or by telephone is 6:00 a.m. Eastern Time, on May 14, 2019. If you vote by mail, your proxy card must be received before the annual meeting. If you hold shares in an Arconic savings plan, your voting instructions must be received by 6:00 a.m. Eastern Time, on May 12, 2019.

See the “Questions and Answers About the Meeting and Voting” section for more details.

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Proxy Summary (continued)

Voting Matters and Board Recommendations

The Board of Directors recommends that you vote as follows:

		Page
Voting Matters	Unanimous Board Recommendation	Reference (for more detail)