

ELLIOTT ASSOCIATES, L.P.
Form 4
May 15, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ELLIOTT ASSOCIATES, L.P.

2. Issuer Name and Ticker or Trading Symbol
Arconic Inc. [ARNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
40 WEST 57TH STREET, 30TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2018

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
NEW YORK, NY 10019

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|-------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, \$1.00 par value ⁽¹⁾ | 05/15/2018 | | P | | 256,000 | A | \$ 17.961 | 16,608,683 | D | |
| Common Stock, \$1.00 par value | 05/15/2018 | | X/K | | 256,000 | A | <u>(2)</u> | 16,864,683 | I | See Footnote <u>(3)</u> |
| Common Stock, \$1.00 par value | 05/15/2018 | | J/K | | 256,000 | D | \$ 17.926 | 16,608,683 | I | See Footnote <u>(3)</u> |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pr Deri Secu (Inst | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Notional Principal Amount Derivative Agreements <u>(2)</u> | <u>(2)</u> | 05/15/2018 | | J/K | <u>1</u> <u>(2)</u> | <u>(2)</u> | <u>(2)</u> | Common Stock | 256,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ELLIOTT ASSOCIATES, L.P. 40 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019 | | | X | |

Signatures

/s/ Elliot Greenberg, Vice President of Braxton Associates, Inc., as General Partner of Elliott Capital Advisors, L.P., as General Partner, of Elliott Associates, L.P.

05/15/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This Form 4 is filed by Elliott Associates, L.P. ("Reporting Person"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

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The Reporting Persons settled a portion of certain notional principal amount derivative agreements (the "Derivative Agreements") in the form of cash settled swaps with strike prices ranging from \$18.5877 to \$21.1014 pursuant to their terms. The Derivative Agreements provide the Reporting Persons with economic results that are comparable to the economic results of ownership but do not provide it with

- (2) the power to vote or direct the voting or dispose of or direct the disposition of the shares that are referenced in the Derivative Agreements (such shares, the "Subject Shares"). The Reporting Persons disclaims beneficial ownership in the Subject Shares. The settlement of the Derivative Agreements and the reported purchase of the common stock in connection therewith are exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended pursuant to Rule 16b-6(b) thereunder.
- (3) Reflects a transaction effected by Liverpool, a wholly-owned subsidiary of Elliott.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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