

Alcoa Upstream Corp  
Form 4  
October 24, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
ALCOA INC.

2. Issuer Name and Ticker or Trading Symbol  
Alcoa Upstream Corp [AA WI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
390 PARK AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/20/2016

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

NEW YORK,, NY 10022-4608  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_X\_\_ 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. 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, par value \$0.01 per share | 10/20/2016                           |  | J <sup>(1)</sup>   |   | 146,159,428 <sup>(1)</sup>  | D  | \$ 0  |
|  |                                      |  |                    |   | 36,311,767 <sup>(2)</sup>   | D  |   |

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

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(9-02)

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**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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

**Reporting Owners**

| Reporting Owner Name / Address                           | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ALCOA INC.<br>390 PARK AVENUE<br>NEW YORK, NY 10022-4608 |               | X         |         |       |

**Signatures**

/s/ Audrey Strauss, Executive Vice President, Chief Legal Officer and Secretary of Alcoa Inc. 10/24/2016

\_\_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).
- The record date for the distribution by Alcoa Inc. of shares of Alcoa Upstream Corporation common stock to the holders of Alcoa Inc. common stock was at the close of business on October 20, 2016. The distribution of the Alcoa Upstream Corporation shares is scheduled to occur on November 1, 2016.
- (2) Pursuant to its certificate of incorporation, as amended, Alcoa Upstream Corporation effected a stock split of its common stock, which became effective on October 20, 2016, the record date for the distribution of the Alcoa Upstream Corporation shares. Prior to the stock split, Alcoa Inc. owned 1,000 shares of Alcoa Upstream Corporation common stock and, as a result of the stock split, such shares of Alcoa Upstream Corporation common stock became 182,471,195 shares of Alcoa Upstream Corporation common stock.
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.