

Arconic Inc.  
Form DEFA14A  
April 25, 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)**

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No fee required.

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Colleagues,

Today, we published a [press release detailing the Board's extensive efforts to resolve the proxy contest](#). The Board has tried in good faith to reach a settlement with Elliott. Twice both parties reached agreement on proposed terms and both times Elliott reneged, repeatedly demanding an ever-expanding litany of settlement terms.

Elliott's behavior confirms Elliott is looking for a degree of control and micro-management over Arconic, and critical Board functions and process, far in excess of what we believe is appropriate for a shareholder with a 13.2% stake in our common stock.

Below are the key points of today's release.

#### **Arconic's Extensive Efforts to Resolve Proxy Contest: 4 Things to Know**

1. The Board has spent an **extensive amount of time trying to reach a settlement with Elliott in good faith and have demonstrated our willingness to compromise**. We reached agreement on proposed terms twice. Both times, **Elliott reneged, repeatedly demanding an ever-expanding litany of settlement terms**.
2. Elliott's behavior demanding an Operations Committee with two of three members designated by Elliott, and designating three of five members of the CEO Search Committee confirms **Elliott is looking for a degree of control and micro-management over Arconic**, and critical Board functions and process, **far in excess of what we believe is appropriate for a shareholder with a 13.2% stake** in our common stock.
3. The Board would prefer to resolve the proxy contest and move forward with selecting a world-class CEO. **We remain willing to put two of Elliott's nominees on our slate**, in addition to the three directors nominated by Elliott who joined the Board last February.
4. **Arconic will amend its proxy materials and the WHITE proxy card** to reflect its revised slate of director nominees at a later date. Shareholders who previously voted on a WHITE proxy card and do not submit a new card will have their prior votes cast for the Board's nominees other than Mr. Kleinfeld, whose nomination has been withdrawn, subject to any prior instructions the shareholder provided. **Arconic postponed its 2017 Annual Meeting of Shareholders** from May 16, 2017 to a date toward the end of May 2017, to be announced.