

ALLEGHENY TECHNOLOGIES INC

Form 8-K

October 23, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 23, 2015

Allegheny Technologies Incorporated

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1000 Six PPG Place, Pittsburgh, Pennsylvania

1-12001
(Commission

File Number)

25-1792394
(IRS Employer

Identification No.)

15222-5479

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (412) 394-2800

N/A

(Former name or former address, if changed since last report).

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.04. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

Beginning on October 23, 2015, Allegheny Technologies Incorporated ("ATI" or the "Company") sent a notice to participants in its 401(k) savings plans (the "401(k) Plans") who are not members of collective bargaining units ("Non-bargaining Participants") informing them that the account balances of Non-bargaining Participants in the 401(k) Plans would be consolidated into a single defined contribution plan to be known as the ATI 401(k) Savings Plan (the "New Plan"). The notice stated that, during a specified period of time while the consolidations of account balances are implemented, Non-bargaining Participants will not be able to process any account transactions in either the 401(k) Plans or the New Plan, including portions of account balances held in a Company stock fund. The notice also stated that this time period will begin at 3:00 p.m. Eastern Time on November 23, 2015 and is expected to end during the week of December 6, 2015.

On October 23, 2015, the Company sent a blackout restriction notice (the "BTR Notice") to its directors and executive officers informing them that, because the restrictions during the blackout period described above include restrictions on investment changes involving the Company's common stock held in the 401(k) Plans and the New Plan, they would be prohibited during the blackout period, pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002 and the SEC's rules promulgated thereunder, from purchasing and selling shares of the Company's common stock (including derivative securities pertaining to such shares) acquired in connection with their service as a director or employment as an executive officer.

A copy of the BTR Notice is attached hereto as Exhibit 99.1 and is incorporated herein by reference. During the blackout period and for a period of two years after the blackout period has ended, interested parties may obtain, without charge, information regarding the beginning and ending dates of the blackout period by contacting Allegheny Technologies Incorporated, Attention: Corporate Secretary, 1000 Six PPG Place, Pittsburgh, Pennsylvania 15222-5479 (telephone (412) 394-2800).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Notice to Executive Officers and Directors of Allegheny Technologies Incorporated regarding a 401(k) Plan Blackout Period and Trading Restrictions.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALLEGHENY TECHNOLOGIES
INCORPORATED

By: */s/ Elliot S. Davis*
Elliot S. Davis
Senior Vice President, General
Counsel,
Chief Compliance Officer and
Corporate Secretary

Dated: October 23, 2015