Arconic Inc. Form DFAN14A March 06, 2017
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of The Securities Exchange Act of 1934
(Amendment No. )
Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:
Proliminary Provy Statement
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)

ELLIOTT ASSOCIATES, L.P.

ELLIOTT INTERNATIONAL, L.P.

PAUL E. SINGER

ELLIOTT CAPITAL ADVISORS, L.P.

ELLIOTT SPECIAL GP, LLC

BRAXTON ASSOCIATES, INC.

ELLIOTT ASSET MANAGEMENT LLC

ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.

HAMBLEDON, INC.

ELLIOTT MANAGEMENT CORPORATION

THE LIVERPOOL LIMITED PARTNERSHIP

LIVERPOOL ASSOCIATES LTD.

LARRY A. LAWSON

CHRISTOPHER L. AYERS

ELMER L. DOTY

CHARLES M. HALL

BERND F. KESSLER

PATRICE E. MERRIN

(Name of Persons(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 amount on wh	or other underlying vich the filing fee is c	value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the calculated and state how it was determined):
	(4)	Proposed maximum aggregate value of transaction:
	(5)	Total fee paid:
Fee paid previou	sly with preliminary	materials:
which the offsetti		ee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for viously. Identify the previous filing by registration statement number, or the form

(1)	Amount previously paid:
(2)	Form, Schedule or Registration Statement No.:
(3)	Filing Party:
(4)	Date Filed:

Elliott Associates, L.P. and Elliott International, L.P., together with the other participants named herein (collectively, "Elliott"), have filed a preliminary proxy statement and accompanying proxy card with the Securities and Exchange Commission to be used to solicit votes for the election of its slate of highly-qualified director nominees at the 2017 annual meeting of shareholders of Arconic Inc., a Pennsylvania corporation.

Item 1: On March 3, 2017, the following materials were posted by Elliott to www.NewArconic.com:

Item 2: On March 3, 2017, Elliott issued the following advertisements:  Twitter
Does current Arconic CEO match one of the best operators in the industry? http://bit.ly/2m99YTe
SEC LEGEND: <a href="http://www.newarconic.com/sec-legend">http://www.newarconic.com/sec-legend</a>
Who is the best CEO for Arconic? See how they compare: http://bit.ly/2m99YTe
SEC LEGEND: http://www.newarconic.com/sec-legend
Are you an Arconic shareholder? Here's some important information: http://bit.ly/2m99YTe
SEC LEGEND: http://www.newarconic.com/sec-legend
Shouldn't the CEO of a manufacturing company like Arconic have experience actually building things? http://bit.ly/2m99YTe
SEC LEGEND: <a href="http://www.newarconic.com/sec-legend">http://www.newarconic.com/sec-legend</a>
Facebook
Are you an Arconic shareholder? You may soon have to make an important decision about the future of your investment. Here's some important information that can that help you decide: http://bit.ly/2m99YTe

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Who is the best CEO for Arconic? We compared current CEO Klaus Kleinfeld against shareholder candidate Larry Lawson. See how they compare:http://bit.ly/2m99YTe

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Do you think Arconic needs a real operator in charge? See how the current CEO stacks up against one of the best operators in the industry:http://bit.ly/2m99YTe

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Shouldn't the CEO of a manufacturing company like Arconic have experience actually building things? Check out this comparison to see how new leadership could make Arconic world-class: http://bit.ly/2m99YTe

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#### CERTAIN INFORMATION CONCERNING THE PARTICIPANTS

Elliott Associates, L.P. and Elliott International, L.P., together with the other participants named herein (collectively, "Elliott"), have filed a preliminary proxy statement and accompanying proxy card with the Securities and Exchange Commission ("SEC") to be used to solicit votes for the election of its slate of highly-qualified director nominees at the 2017 annual meeting of shareholders of Arconic Inc., a Pennsylvania corporation (the "Company").

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The "Participants" in the proxy solicitation are Elliott Associates, L.P., a Delaware limited partnership ("Elliott International"), Paul E. Singer ("Singer"), Elliott Capital Advisors, L.P., a Delaware limited partnership ("Capital Advisors"), Elliott Special GP, LLC, a Delaware limited liability company ("Special GP"), Braxton Associates, Inc., a Delaware corporation ("Braxton"), Elliott Asset Management LLC, a Delaware limited liability company ("Asset Management"), Elliott International Capital Advisors Inc., a Delaware corporation ("EICA"), Hambledon, Inc., a Cayman Islands corporation ("Hambledon"), Elliott Management Corporation, a Delaware corporation ("EMC"), The Liverpool Limited Partnership, a Bermuda limited partnership ("Liverpool"), Liverpool Associates Ltd., a Bermuda company ("Liverpool Associates"), Larry A. Lawson, Christopher L. Ayers, Elmer L. Doty, Charles M. Hall, Bernd F. Kessler and Patrice E. Merrin.

As of the close of business on March 2, 2017, Elliott Associates, Elliott International and their affiliates beneficially owned 51,102,133 shares of common stock, \$1.00 par value per share, of the Company (the "Common Stock"), representing approximately 11.7% of the outstanding shares of Common Stock. As of the close of business on March 2, 2017, Elliott Associates beneficially owned 16,352,683 shares of Common Stock (including 8,002,092 shares of Common Stock owned directly by Liverpool, a wholly-owned subsidiary of Elliott Associates), constituting approximately 3.7% of the shares of Common Stock outstanding, and Elliott International beneficially owned 34,749,450 shares of Common Stock, constituting approximately 7.9% of the shares of Common Stock outstanding. EICA, as the investment manager of Elliott International, may be deemed to beneficially own the 34,749,450 shares of Common Stock beneficially owned by Elliott International, constituting approximately 7.9% of the shares of Common Stock outstanding. As of the close of business on March 2, 2017, Mr. Ayers beneficially owned 100 shares of Common Stock. As of the close of business on March 2, 2017, none of Messrs. Lawson, Doty, Hall or Kessler or Ms. Merrin beneficially owned any shares of Common Stock.

In addition, (i) Singer, and Capital Advisors and Special GP, which are controlled by Singer, are the general partners of Elliott Associates and may all be deemed to beneficially own the shares of Common Stock held by Elliott Associates, (ii) Singer, Braxton and Asset Management are the general partners of Capital Advisors and may be deemed to beneficially own the shares of Common Stock held by Elliott Associates, (iii) Liverpool Partnership is a wholly-owned subsidiary of Elliott Associates, and Liverpool Associates is a wholly-owned subsidiary of Elliott Associates and is the sole general partner of Liverpool Partnership and may be deemed to beneficially own the shares of Common Stock held by Liverpool Partnership, and (iv) EICA, as investment manager of Elliott International, and Hambledon, which is also controlled by Singer, as the sole general partner of Elliott International, and Singer, may be deemed to beneficially own the shares of Common Stock held by Elliott International. EMC provides management services to Elliott Associates, Elliott International and their affiliates.

Elliott Associates, through Liverpool, and Elliott International have entered into notional principal amount derivative agreements (the "Derivative Agreements") in the form of cash settled swaps with respect to 2,324,005 and 4,938,512 shares of Common Stock, respectively (representing economic exposure comparable to less than 1% and approximately 1.1% of the shares of Common Stock of the Company, respectively). Collectively, the Derivative Agreements held by such parties represent economic exposure comparable to an interest in approximately 1.7% of the shares of Common Stock. The Derivative Agreements provide Elliott Associates and Elliott International with economic results that are comparable to the economic results of ownership but do not provide them with 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"). Each of Elliott Associates, Elliott International and their affiliates disclaim beneficial ownership in the Subject Shares.