

ALCOA INC  
Form 8-K  
March 18, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 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): March 18, 2014**

**ALCOA INC.**  
**(Exact name of Registrant as specified in its charter)**

**Pennsylvania**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**1-3610**  
**(Commission**  
**File Number)**

**25-0317820**  
**(I.R.S. Employer**  
**Identification Number)**

**390 Park Avenue, New York, New York**  
**(Address of Principal Executive Offices)**

**10022-4608**  
**(Zip Code)**

**Office of Investor Relations      212-836-2674**  
**Office of the Secretary          212-836-2732**  
**(Registrant's telephone number, including area code)**

**(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 8.01 Other Events.**

Holders of \$574,855,000 principal amount of Alcoa Inc. s ( Alcoa ) 5.25% Convertible Notes due March 15, 2014 (the Notes ) exercised their option to convert the Notes into shares of Alcoa common stock by the close of business on March 13, 2014 (the conversion election deadline). The conversion rate provided under the terms of the Notes was 155.4908 shares of common stock per \$1,000 principal amount of Notes, equivalent to a conversion price of approximately \$6.43 per share of common stock. Alcoa issued a total of 89,384,573 shares of common stock upon conversion of the Notes. The remaining \$145,000 in outstanding principal amount of the Notes was paid in cash upon the Notes maturity as scheduled.

**SIGNATURES**

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.

ALCOA INC.

By: /s/ AUDREY STRAUSS  
Name: Audrey Strauss  
Title: Executive Vice President, Chief Legal  
Officer and Secretary

Dated: March 18, 2014