

ALCOA INC  
Form 8-K  
April 21, 2011

**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): April 21, 2011**

**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)

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**390 Park Avenue, New York, New York**

**(Address of Principal Executive Offices)**

**Office of Investor Relations 212-836-2674**

**10022-4608**

**(Zip Code)**

**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.**

On April 21, 2011, Alcoa Inc. ( Alcoa ) issued and sold \$1,250,000,000 aggregate principal amount of 5.40% Notes due 2021 (the 2021 Notes ) under the Indenture dated as of September 30, 1993 between Alcoa and The Bank of New York Mellon Trust Company, N.A., as successor in interest to J. P. Morgan Trust Company, N.A. (formerly known as Chase Manhattan Trust Company, National Association, as successor to PNC Bank, National Association), as trustee (the Trustee ), as supplemented by the First Supplemental Indenture dated as of January 25, 2007 between Alcoa and the Trustee, the Second Supplemental Indenture dated as of July 15, 2008 between Alcoa and the Trustee, and the Third Supplemental Indenture dated as of March 24, 2009 between Alcoa and the Trustee. The 2021 Notes were sold pursuant to Alcoa's effective shelf registration statement on Form S-3ASR (File No. 333-172327) filed on February 18, 2011 and the related Prospectus dated February 18, 2011, as supplemented by the Prospectus Supplement dated April 13, 2011 relating to the 2021 Notes. The form of the 2021 Notes is attached hereto as Exhibit 4 and is incorporated herein by reference. A copy of the opinion of counsel of Alcoa relating to the validity of the 2021 Notes is attached hereto as Exhibit 5 and is incorporated herein by reference.

On April 21, 2011, Alcoa issued a press release announcing the preliminary results of its tender offer to purchase for cash any and all of its 5.375% Notes due 2013 (the 5.375% Notes ) and the extension of the previously announced early tender date for the 5.375% Notes to coincide with the final expiration of the tender offer. A copy of the press release is attached hereto as Exhibit 99 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following are filed as exhibits to this report:

- 4 Form of 5.40% Notes due 2021.
- 5 Opinion of Thomas F. Seligson, Esq., Counsel of Alcoa Inc.
- 23 Consent of Thomas F. Seligson, Esq. (included in Exhibit 5).
- 99 Alcoa Inc. press release dated April 21, 2011.

**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/ Donna Dabney

Name: Donna Dabney

Title: Vice President, Secretary and Corporate  
Governance Counsel

Date: April 21, 2011

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                                           |
|------------------------|--------------------------------------------------------------|
| 4                      | Form of 5.40% Notes due 2021.                                |
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| 23                     | Consent of Thomas F. Seligson, Esq. (included in Exhibit 5). |
| 99                     | Alcoa Inc. press release dated April 21, 2011.               |