

ALCOA INC  
Form 8-K  
July 27, 2010

**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): July 27, 2010 (July 26, 2010)**

**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 July 26, 2010, Alcoa Inc. ( Alcoa ) entered into an Underwriting Agreement (the Underwriting Agreement ) and a Terms Agreement (the Terms Agreement ) with Citigroup Global Markets Inc., Banc of America Securities LLC and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein, for the issuance and sale by Alcoa of \$1,000,000,000 aggregate principal amount of 6.150% Notes due 2020 (the 2020 Notes ). The 2020 Notes were registered under the Securities Act of 1933, as amended, pursuant to an effective shelf registration statement on Form S-3ASR filed by Alcoa and Alcoa Trust I on March 10, 2008 (File No. 333-149623). Copies of the Underwriting Agreement and Terms Agreement are attached hereto as Exhibit 1.1 and Exhibit 1.2, respectively, and are incorporated herein by reference.

On July 26, 2010, Alcoa issued a press release announcing that it has commenced tender offers for several series of outstanding notes and a concurrent public offering of senior unsecured debt securities. On July 26, 2010, Alcoa also issued a press release announcing the pricing of its offering of \$1,000,000,000 aggregate principal amount of 2020 Notes. Copies of the two press releases are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and incorporated herein by reference.

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

(d) Exhibits.

The following are filed as exhibits to this report:

- 1.1 Underwriting Agreement, dated July 26, 2010, between Alcoa Inc. and Citigroup Global Markets Inc., Banc of America Securities LLC and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein.
- 1.2 Terms Agreement, dated July 26, 2010, between Alcoa Inc. and Citigroup Global Markets Inc., Banc of America Securities LLC and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein.
- 99.1 Alcoa Inc. press release dated July 26, 2010 announcing the commencement of tender offers for several series of outstanding notes and a concurrent public offering of senior unsecured debt securities.
- 99.2 Alcoa Inc. press release dated July 26, 2010 announcing the pricing of its offering of \$1,000,000,000 aggregate principal amount of 6.150% Notes due August 15, 2020.

**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/ NICHOLAS J. DEROMA  
Name: **Nicholas J. DeRoma**  
Title: **Executive Vice President, Chief Legal and  
Compliance Officer**

Date: July 27, 2010

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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99.2	Alcoa Inc. press release dated July 26, 2010 announcing the pricing of its offering of \$1,000,000,000 aggregate principal amount of 6.150% Notes due August 15, 2020.