

ALCOA INC  
Form DEFA14A  
April 27, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)**  
**of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- 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 Pursuant to §240.14a-12

**Alcoa Inc.**

(Name of Registrant as Specified In Its Charter)

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 the transaction applies:

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(2) Aggregate number of securities to which the transaction applies:

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*Commencing April 26, 2011, Alcoa Inc. sent the following communication to certain shareholders.*

We urge you to vote FOR the advisory vote on executive compensation. In addition to the information provided in the company's Proxy Statement, we ask you to consider the following:

1. The Compensation and Benefits Committee of the Board of Directors engaged in a comprehensive review of compensation policies and practices in 2010 and made significant changes. See slides 1 and 2 in the attachment. In its recent report, ISS recognized these improvements and rated our compensation governance risk of low concern.
2. Our current performance equity plan has a one-year performance period and uses the same metrics as our annual cash incentive compensation plan. We designed the plans in this way to focus management on critical goals to recover from the deepest recession in the aluminum industry in a half century. See slide 3. It is through the actions implemented by the management team and supported by our incentive plans that the company returned to profitability and positive free cash flow in 2010. See slides 4 and 5.
3. We state in the Proxy Statement that we intend to move to a longer performance period for our equity plan when the markets stabilize. We are considering steps to implement changes in our performance equity plan to create a three-year performance period with metrics designed to drive profitability and revenue growth. In choosing metrics, we will consider the market dynamics of the aluminum industry, a goal to drive continuous performance improvement and those factors that are clearly within management's control to increase shareholder value. See slides 6, 7, 8 and 9.

We urge you to provide a favorable advisory vote on executive compensation.

Recent major changes to improve compensation governance risk

1

In 2011 annual equity grants to senior officers are 80% performance based restricted share units and 20% time vested stock options

Increased stock ownership requirements (6 X base salary for CEO)

Adopted a §162(m) compliant incentive compensation plan, subject to shareholder approval

Amended the 2009 Stock Incentive Plan to convert from a single to a double trigger standard on change in control

Eliminated the modified single trigger severance feature under the change in control severance plan for any new participants

Recent other changes to improve compensation governance risk

2

Eliminated remaining tax gross ups:

spouse travel (except under the relocation policies)

term life insurance provided by the Company to executives accepting a U.S. assignment

golden parachute excise tax gross-up for any new participants

continuation of health benefits in executive severance agreement

Accrued dividend equivalents on future RSU grants to be paid at vesting  
Amended terms and conditions for stock options granted after January 1, 2011  
to decrease the post-retirement exercise period to the lesser of 5 years from  
retirement or the remaining option term  
Beginning in 2011, the Chairman and Chief Executive Officer will  
reimburse the  
Company for the cost of personal use of a company car and driver  
in excess of  
\$70,000 per year



Source: IAI, Bloomberg

3

Unprecedented Drop in LME Price at End of 2008

Strong Year over Year Growth in Key Metrics

Income from Continuing Operations (\$M)

Free Cash Flow (\$M)

\$559

(\$685)

2009

\$1,246

(\$685)

2009

(\$257)

4

Results Have Strengthened Liquidity and Financial Positions

5

GDP and PPI Change Were Not as Abrupt as Aluminum

6

Source: LME, Bloomberg

Metals Experienced Differing Declines and Recoveries

7

Source: LME, Bloomberg

Total Shareholder Return: Alcoa vs. Select Aluminum Peers

Peers:

-5.9%

Alcoa:

-3.6%

Peers include public aluminum companies with market capitalization > \$3b: Rusal, Chalco, Norsk Hydro, Alumina Ltd., Nalco

8

Marked Improvement in Shareholder Return in 2011

Peers:

+9.4%

Alcoa:

+15.7%

9



Reconciliation of Free Cash Flow  
(in millions)  
Quarter ended  
Year ended  
December 31,  
2008  
March 31,

2009  
June 30,  
2009  
September 30,  
2009  
December 31,  
2009  
March 31,  
2010  
June 30,  
2010  
September 30,  
2010  
December 31,  
2010  
December 31,  
2009  
December 31,  
2010  
Cash  
provided  
from  
operations  
\$ 608  
\$ (271)  
\$ 328  
\$ 184  
\$ 1,124  
\$ 199  
\$ 300  
\$ 392  
\$ 1,370  
\$ 1,365  
\$ 2,261  
Capital  
expenditures  
(1,017)  
(471)  
(418)  
(370)  
(363)  
(221)  
(213)  
(216)  
(365)  
(1,622)  
(1,015)  
Free cash  
flow  
\$ (409)

\$ (742)  
\$ (90)  
\$ (186)  
\$ 761  
\$ (22)  
\$ 87  
\$ 176  
\$ 1,005  
\$ (257)  
\$ 1,246

Free Cash Flow is a non-GAAP financial measure. Management believes that this measure is meaningful to investors because fact that these expenditures are considered necessary to maintain and expand Alcoa's asset base and are expected to generate f available for discretionary expenditures since other non-discretionary expenditures, such as mandatory debt service requiremen

10

11  
Reconciliation of Adjusted Income  
(in millions)  
Quarter ended  
Year ended  
December 31,  
2009

March 31,  
 2010  
 June 30,  
 2010  
 September 30,  
 2010  
 December 31,  
 2010  
 December 31,  
 2009  
 December 31,  
 2010  
 Net (loss) income  
 attributable to Alcoa  
 \$ (277)  
 \$ (201)  
 \$ 136  
 \$ 61  
 \$ 258  
 \$ (1,151)  
 \$ 254  
 Loss from discontinued  
 operations  
     (11)  
     (7)  
     (1)  
  
     (166)  
     (8)  
 (Loss) income from  
 continuing  
 operations  
 attributable to Alcoa  
 (266)  
 (194)  
 137  
 61  
 258  
 (985)  
 262  
 Restructuring and  
 other charges  
 49  
 119  
 20  
 (1)  
 (8)  
 152  
 130

## Discrete tax items\*

(82)  
 112  
 (16)  
 (38)  
 (18)  
 (110)  
 40

## Special items\*\*

308  
 64  
 (2)  
 74  
 (9)  
 258  
 127

Income (loss) from  
 continuing  
 operations  
 attributable to Alcoa

as adjusted

\$ 9  
 \$ 101  
 \$ 139  
 \$ 96  
 \$ 223  
 \$ (685)  
 \$ 559

Income (loss) from continuing operations attributable to Alcoa as adjusted is a non-GAAP financial measure. Management believes that the operating results of Alcoa excluding the impacts of restructuring and other charges, discrete tax items, and special items. These items, and special items will not occur in future periods. To compensate for this limitation, management believes that it is appropriate to determine income (loss) from continuing operations attributable to Alcoa as adjusted. Management believes that it is appropriate to determine income (loss) from continuing operations attributable to Alcoa as adjusted.

\* Discrete tax items include the following:

for the quarter ended December 31, 2010, a benefit for the reversal of the remaining valuation allowance related to net operating losses in Brazil (\$11) and a net benefit for other small items (\$2);

for the quarter ended September 30, 2010, a benefit for the reversal of a valuation allowance related to net operating losses of a subsidiary in Brazil (\$11), and a benefit for the recovery of a portion of the unfavorable impact included in the quarter ended September 30, 2010 (\$11), and a benefit for the recovery of a portion of the unfavorable impact included in the quarter ended September 30, 2010 (\$11);  
 for the quarter ended June 30, 2010, a benefit for a change in a Canadian provincial tax law permitting tax returns to be filed in Canada (\$18), and a benefit for the recovery of a portion of the unfavorable impact included in the quarter ended March 31, 2010 related to a change in the tax treatment of federal subsidies received related to prescription drugs in Italy (\$22), interest due to the IRS related to a previously deferred gain associated with the 2007 formation of the former special dividend Europe business (\$5);

for the quarter ended December 31, 2009, a benefit for the reorganization of an equity investment in Canada (\$71), a charge for the reversal of a valuation allowance on net operating losses in Norway (\$21); and,

for the year ended December 31, 2009, the previously mentioned items for the quarter ended December 31, 2009 (\$82) and a benefit for the reversal of a valuation allowance on net operating losses in Norway (\$21);

\*\* Special items include the following:

for the quarter ended December 31, 2010, favorable mark-to-market changes in derivative contracts;

for the quarter ended September 30, 2010, unfavorable mark-to-market changes in derivative contracts (\$29), recovery costs associated with the reversal of a valuation allowance on net operating losses in Norway (\$21);

2010 (\$23), restart costs and lost volumes related to a June 2010 flood at the Avilés smelter in Spain (\$13), and a net charge for and call option (partially offset by gains from the termination of related in-the-money interest rate swaps) (\$9); for the quarter ended June 30, 2010, favorable mark-to-market changes in derivative contracts (\$22), a charge for costs associated to an unfavorable decision in Alcoa's lawsuit against Luminant related to the Rockdale, TX facility (\$7); for the quarter ended March 31, 2010, charges related to unfavorable mark-to-market changes in derivative contracts (\$31), post-Grasse River remediation in Massena, NY (\$11), and the write off of inventory related to the permanent closures of certain U.S. for the quarter ended December 31, 2009, charges related to the European Commission's ruling on electricity pricing for smelters at the Intalco smelter (\$19), and an environmental accrual for smelters in Italy (\$15); and, for the year ended December 31, 2009, the previously mentioned items for the quarter ended December 31, 2009 (\$308), a gain in Suriname (\$35).

Reconciliation of Adjusted Income, con t  
(in millions)  
Quarter ended  
December 31,  
2008  
March 31,  
2009



June 30,  
2009  
September 30,  
2009  
Net (loss) income  
attributable to Alcoa  
\$ (1,191)  
\$ (497)  
\$ (454)  
\$ 77  
(Loss) income from  
discontinued  
operations  
(262)  
(17)  
(142)  
4  
(Loss) income from  
continuing  
operations  
attributable to Alcoa  
(929)  
(480)  
(312)  
73  
Restructuring and  
other charges  
614  
46  
56  
1  
Discrete tax items\*  
65  
(28)  
  
Special items\*\*  
29  
(15)  
  
(35)  
(Loss) income from  
continuing  
operations  
attributable to Alcoa  
  
as adjusted  
\$ (221)  
\$ (477)  
\$ (256)

\$ 39

Income (loss) from continuing operations attributable to Alcoa as adjusted is a non-GAAP financial measure. Management believes that it is appropriate to consider both Income (loss) from continuing operations attributable to Alcoa determined under operations attributable to Alcoa as adjusted.

\* Discrete tax items include the following:

for the quarter ended March 31, 2009, a benefit for a change in a Canadian national tax law permitting tax returns to be filed in the United States;  
for the quarter ended December 31, 2008, a charge for non-cash tax on repatriated earnings.

\*\* Special items include the following:

for the quarter ended September 30, 2009, a gain on an acquisition in Suriname;

for the quarter ended March 31, 2009, a gain on the Elkem/SAPA swap (\$133) and a loss on the sale of Shining Prospect (\$118);

for the quarter ended December 31, 2008, charges for environmental reserve (\$26), obsolete inventory (\$16), and accounts receivable (\$12).