

SEC Form 4

FORM 4**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Jones Tammi A</u> (Last) (First) (Middle) <u>201 ISABELLA STREET, SUITE 500</u> (Street) <u>PITTSBURGH PA 15212</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Alcoa Corp [AA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/27/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>EVP & CHRO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	01/27/2025		F		3,493 ⁽¹⁾	D	\$34.97	34,142	D	
Common Stock, par value \$0.01 per share	01/27/2025		A		226 ⁽²⁾	A	\$34.97	34,368	D	
Common Stock, par value \$0.01 per share	01/27/2025		F		120 ⁽³⁾	D	\$34.97	34,248	D	
Common Stock, par value \$0.01 per share	01/27/2025		F		515 ⁽¹⁾	D	\$34.97	7,952	I	By Spouse
Common Stock, par value \$0.01 per share	01/27/2025		A		33 ⁽²⁾	A	\$34.97	7,985	I	By Spouse
Common Stock, par value \$0.01 per share	01/27/2025		F		18 ⁽³⁾	D	\$34.97	7,967	I	By Spouse
Common Stock, par value \$0.01 per share								60 ⁽⁴⁾	I	By Company 401(k) Plan

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Represents the withholding of shares by the issuer to satisfy the reporting person's tax obligations upon the vesting of restricted stock units (RSUs) granted in 2022.
2. Shares acquired pursuant to stock settlement of dividend equivalents accumulated in cash and converted to stock upon the vesting and settlement of the underlying restricted stock units (RSUs), granted in 2022, based on the share price at the time of vesting.
3. Represents the withholding of shares by the issuer to satisfy the reporting person's tax obligations upon stock settlement of dividend equivalents accumulated in cash and converted to stock upon the vesting and settlement of the underlying RSUs, granted in 2022, based on the share price at the time of vesting.
4. Fluctuations in 401(k) share amounts reflect the plan's unit reporting method; units represent interests in the Company's stock fund.

/s/ Megan C. Yancey,
attorney-in-fact for Tammi A. Jones 01/29/2025

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.