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RTI INTERNATIONAL METALS INC
Form POSASR
July 23, 2015

As filed with the Securities and Exchange Commission on July 23, 2015

Registration No. 333-171034

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

POST EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 REGISTRATION STATEMENT NO. 333-171034

Under

The Securities Act of 1933

RTI INTERNATIONAL METALS, INC.

(Exact Name of Registrant as Specified in its Charter)

Ohio
(State of Incorporation)

52-2115953
(I.R.S. Employer Identification No.)

Westpointe Corporate Center One, 5th Floor

1550 Coraopolis Heights Road

Pittsburgh, Pennsylvania

15108-2973

(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code:

(412) 893-0026

Approximate date of commencement of proposed sale to the public: Not applicable

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

EXPLANATORY NOTE

This Post-Effective Amendment relates to the Registration Statement on Form S-3 (Registration Statement No. 333-171034) (the Registration Statement) filed by RTI International Metals, Inc. (the Company) with the Securities and Exchange Commission on December 8, 2010, registering an unspecified amount of Common Stock, par value \$0.01 per share, Preferred Stock, no par value, Debt Securities, Warrants, Purchase Contracts, Units, Depositary Shares and Guarantees of Debt Securities.

On July 23, 2015, pursuant to the Agreement and Plan of Merger, dated March 8, 2015, among the Company, Alcoa Inc., a Pennsylvania corporation (Parent), and Ranger Ohio Corporation, an Ohio corporation and a wholly-owned subsidiary of Parent (Merger Sub), Merger Sub merged with and into the Company, with the Company surviving (the Merger) as a wholly owned Subsidiary of Parent. In connection with the Merger, the Company has terminated all offerings of the Company's securities pursuant to the Registration Statement. Accordingly, pursuant to the undertaking contained in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities being registered which remain unsold at the termination of the offering, the Company is filing this post-effective amendment to the Registration Statement to deregister all of such securities of the Company registered but unsold as of the effective time of the Merger under the Registration Statement, if any.

SIGNATURES

Pursuant to the requirements of the Securities Act, RTI International Metals, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, state of Pennsylvania, on this 23rd day of July, 2015.

RTI INTERNATIONAL METALS, INC.

By: /s/ Max W. Laun
Name: Max W. Laun
Title: President

Note: Pursuant to Rule 478 of the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment to the Registration Statement.