Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ALCOA SUBSIDIARIES MERGED INACTIVE PLAN

1b Three-digit plan number (PN) ▶ 037

1c Effective date of plan 11/20/1940

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
201 ISABELLA STREET

201 ISABELLA STREET
SUITE 500
PITTSBURGH, PA 15212

201 ISABELLA STREET
PITTSBURGH, PA 15212

2b Employer Identification Number (EIN)
37-1808900

2c Plan Sponsor's telephone number
412-315-2900

2d Business code (see instructions)
332900

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/29/2017	JOHN A. KENNA, VICE PRESIDENT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/29/2017	JOHN A. KENNA, VICE PRESIDENT
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	25-0317820
a Sponsor's name ALCOA INC. ALCOA INC.	**4c** PN	037
5 Total number of participants at the beginning of the plan year	**5**	8379
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	0
a(2) Total number of active participants at the end of the plan year	**6a(2)**	0
b Retired or separated participants receiving benefits	**6b**	3183
c Other retired or separated participants entitled to future benefits	**6c**	4484
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	7667
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	401
f Total. Add lines **6d** and **6e**.	**6f**	8068
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1I 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[X]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[ ]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
ALCOA SUBSIDIARIES MERGED INACTIVE PLAN

B Three-digit plan number (PN) ▶ 037

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
201 ISABELLA STREET

D Employer Identification Number (EIN)
37-1808900

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2016

2 Assets:

a Market value	**2a**	324987547
b Actuarial value	**2b**	332084999

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	3488	192292598	192292598
b For terminated vested participants	4747	175146007	175146007
c For active participants	45	392405	421278
d Total	8280	367831010	367859883

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	6.13 %
6 Target normal cost	**6**	5010000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary

09/21/2017
Date

PATRICK A. GRAHAM
Type or print name of actuary

17-08256
Most recent enrollment number

CONDUENT HR CONSULTING, LLC
Firm name

412-281-2506
Telephone number (including area code)

11 STANWIX STREET, SUITE 700
PITTSBURGH, PA 15222-1312
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of -1.13%	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		869
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.34 %		55
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		924
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	90.27%
15	Adjusted funding target attainment percentage	15	90.27%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	92.10%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2016	3219722	0			
07/15/2016	3219722	0			
10/14/2016	3219722	0			
01/13/2017	3219722	0			
09/15/2017	4592000	0			
			Totals ► 18(b)	17470888	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	16534532

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.43%	5.91%	6.65%	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	65

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	5010000
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	35774884	11523781
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	16533781

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	16533781
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	16534532
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	751
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
ALCOA SUBSIDIARIES MERGED INACTIVE PLAN

B Three-digit plan number (PN) ▶ 037

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
201 ISABELLA STREET

D Employer Identification Number (EIN)
37-1808900

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: PENSION PLANS MT FOR ALCOA USA CORP

b Name of sponsor of entity listed in (a): ALCOA USA CORP

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
37-1808900-101	M	295457181

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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b Name of sponsor of entity listed in (a):

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c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
ALCOA SUBSIDIARIES MERGED INACTIVE PLAN

B Three-digit plan number (PN) ▶ 037

C Plan sponsor's name as shown on line 2a of Form 5500
201 ISABELLA STREET

D Employer Identification Number (EIN)
37-1808900

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	4884164	7811722
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	320329023	295457181
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	325213187	303268903
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	133807	57635
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	133807	57635
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	325079380	303211268

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	17470888	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		17470888
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		-13488398
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		3982490
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	20988842	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		20988842
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	461960	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	4399800	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		4861760
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		25850602
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-21868112
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PRICEWATERHOUSECOOPERS LLC **(2)** EIN: 13-4008324

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		25000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☒ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4022583. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
ALCOA SUBSIDIARIES MERGED INACTIVE PLAN

B Three-digit plan number (PN) ▶ 037

C Plan sponsor's name as shown on line 2a of Form 5500
201 ISABELLA STREET

D Employer Identification Number (EIN)
37-1808900

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 25-1926855

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3** 40

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 32 % Investment-Grade Debt: 34 % High-Yield Debt: 0 % Real Estate: 2 % Other: 32 %

b Provide the average duration of the combined investment-grade and high-yield debt:
☒ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter ____/____/____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter ____/____/____.

Employees' Retirement Plans of Alcoa USA Corp. and Subsidiary Companies

Financial Statements
December 31, 2016 and 2015

Employees' Retirement Plans of Alcoa USA Corp. and Subsidiary Companies
Index

Page(s)

Reports of Independent Auditors 1–4

Employees' Retirement Plans of Alcoa USA Corp. and Subsidiary Companies
Pension Plan for Certain Salaried Employees of Alcoa USA Corp. (Alcoa Corp. Salary Plan)
Pension Plan for Certain Hourly Employees of Alcoa USA Corp. (Alcoa Corp. Hourly Plan)
Alcoa Subsidiaries Merged Inactive Pension Plan (Alcoa Subsidiaries Merged Inactive Plan)
Employees' Retirement Plan of Suriname Aluminum Company LLC Plan I (Suriname Plan I)
Employees' Retirement Plan of Suriname Aluminum Company LLC Plan II (Suriname Plan II)

Financial Statements

Statements of Individual Plan Net Assets Available for Benefits
December 31, 2016 5

Statements of Individual Plan Net Assets Available for Benefits
December 31, 2015 6

Statements of Changes in Individual Plan Net Assets Available for Benefits
For the Period from August 1, 2016 to December 31, 2016 7

Statements of Changes in Individual Plan Net Assets Available for Benefits
Year Ended December 31, 2016 8

Statements of Changes in Individual Plan Net Assets Available for Benefits
Year Ended December 31, 2015 9

Notes to Financial Statements
December 31, 2016 and 2015 10–33

Report of Independent Auditors

To the Administrator of
Pension Plan for Certain Salaried Employees of Alcoa USA Corp.
Pension Plan for Certain Hourly Employees of Alcoa USA Corp.

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Pension Plan for Certain Salaried Employees of Alcoa USA Corp. and the Pension Plan for Certain Hourly Employees of Alcoa USA Corp. (each referred to as a "Plan"), which comprise the statements of individual plan net assets available for benefits as of December 31, 2016, and the related statements of changes in individual plan net assets available for benefits for the period from August 1, 2016 to December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by Bank of New York Mellon, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2016 and for the period from August 1, 2016 to December 31, 2016, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the financial statements.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PricewaterhouseCoopers LLP

Pittsburgh, Pennsylvania
September 28, 2017

Report of Independent Auditors

To the Administrator of
Alcoa Subsidiaries Merged Inactive Pension Plan
Employees' Retirement Plan of Suriname Aluminum Company LLC Plan I
Employees' Retirement Plan of Suriname Aluminum Company LLC Plan II

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Alcoa Subsidiaries Merged Inactive Pension Plan, Employees' Retirement Plan of Suriname Aluminum Company LLC Plan I, and Employees' Retirement Plan of Suriname Aluminum Company LLC Plan II (each referred to as a "Plan"), which comprise the statements of individual plan net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in individual plan net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by Bank of New York Mellon, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2016 and 2015 and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the financial statements.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PricewaterhouseCoopers LLP

Pittsburgh, Pennsylvania
September 28, 2017

Employees' Retirement Plans of Alcoa USA Corp. and Subsidiary Companies
Statements of Individual Plan Net Assets Available for Benefits
December 31, 2016

	Alcoa Corp. Salary Plan	Alcoa Corp. Hourly Plan	Alcoa Subsidiaries Merged Inactive Plan	Suriname Plan I	Suriname Plan II
Assets					
Plans' interest in Pension Plans Master Trust for Alcoa USA Corp. at fair value (Notes 3 and 4)	$ 1,527,445,466	$ 1,690,696,225	$ 295,457,181	$ 117,600,853	$ 79,859,471
Employer contributions receivable	4,767,821	5,388,344	7,811,722	-	1,531,720
Amount due from Arconic Inc. Defined Benefit Plans	10,360,191	-	-	-	-
Total assets	1,542,573,478	1,696,084,569	303,268,903	117,600,853	81,391,191
Liabilities					
Administrative expenses payable	143,729	185,769	57,635	14,366	22,829
Amount due to Arconic Inc. Defined Benefit Plans	-	14,342,594	-	-	-
Total liabilities	143,729	14,528,363	57,635	14,366	22,829
Net assets available for benefits	$ 1,542,429,749	$ 1,681,556,206	$ 303,211,268	$ 117,586,487	$ 81,368,362

The accompanying notes are an integral part of these financial statements.

Employees' Retirement Plans of Alcoa USA Corp. and Subsidiary Companies
Statements of Individual Plan Net Assets Available for Benefits
December 31, 2015

	Alcoa Subsidiaries Merged Inactive Plan	Suriname Plan I	Suriname Plan II
Assets			
Plans' interest in Alcoa Retirement Plans Master Trust at fair value (Notes 3 and 4)	$ 320,329,023	$ 133,595,160	$ 88,705,783
Employer contributions receivable	4,884,164	-	540,365
Total assets	325,213,187	133,595,160	89,246,148
Liabilities			
Administrative expenses payable	133,807	27,219	44,892
Total liabilities	133,807	27,219	44,892
Net assets available for benefits	$ 325,079,380	$ 133,567,941	$ 89,201,256

The accompanying notes are an integral part of these financial statements.

Employees' Retirement Plans of Alcoa USA Corp. and Subsidiary Companies
Statements of Changes in Individual Plan Net Assets Available for Benefits
For the Period from August 1, 2016 to December 31, 2016

	Alcoa Corp. Salary Plan	Alcoa Corp. Hourly Plan
Additions		
Employer contributions	$ 9,767,821	$ 9,388,344
Deductions		
Plans' interest in Pension Plans Master Trust for Alcoa USA Corp. investment loss	117,224,556	129,753,028
Benefit payments	65,787,509	73,697,117
Administrative expenses	378,630	526,741
Total deductions	183,390,695	203,976,886
Net decrease prior to Plan transfers	(173,622,874)	(194,588,542)
Plan Transfers		
Transfer from Arconic Inc. Defined Benefit Plans	1,716,052,623	1,876,144,748
Net increase	1,542,429,749	1,681,556,206
Net assets available for benefits		
Beginning of the year	-	-
End of year	$ 1,542,429,749	$ 1,681,556,206

The accompanying notes are an integral part of these financial statements.

Employees' Retirement Plans of Alcoa USA Corp. and Subsidiary Companies
Statements of Changes in Individual Plan Net Assets Available for Benefits
Year Ended December 31, 2016

	Alcoa Subsidiaries Merged Inactive Plan	Suriname Plan I	Suriname Plan II
Additions			
Employer contributions	$ 17,470,888	$ -	$ 3,009,880
Plans' interest in Alcoa Retirement Plans Master Trust investment gain	9,374,578	3,894,114	2,588,776
Total additions	26,845,466	3,894,114	5,598,656
Deductions			
Plans' interest in Pension Plans Master Trust for Alcoa USA Corp. investment loss	22,862,976	9,133,495	6,195,219
Benefit payments	20,988,842	10,576,442	6,961,416
PBGC premiums	4,399,800	-	-
Administrative expenses	461,960	165,631	274,915
Total deductions	48,713,578	19,875,568	13,431,550
Net decrease	(21,868,112)	(15,981,454)	(7,832,894)
Net assets available for benefits			
Beginning of the year	325,079,380	133,567,941	89,201,256
End of year	$ 303,211,268	$ 117,586,487	$ 81,368,362

The accompanying notes are an integral part of these financial statements.

Employees' Retirement Plans of Alcoa USA Corp. and Subsidiary Companies
Statements of Changes in Individual Plan Net Assets Available for Benefits
Year Ended December 31, 2015

	Alcoa Subsidiaries Merged Inactive Plan	Suriname Plan I	Suriname Plan II
Additions			
Employer contributions	$ 13,536,656	$ -	$ 1,927,460
Deductions			
Plans' interest in Alcoa Retirement Plans Master Trust investment loss	4,114,501	1,768,938	1,175,196
Benefit payments	31,488,556	11,841,016	9,252,004
PBGC premiums	3,189,879	-	-
Administrative expenses	614,142	211,499	338,885
Net decrease	(25,870,422)	(13,821,453)	(8,838,625)
Net assets available for benefits			
Beginning of the year	350,949,802	147,389,394	98,039,881
End of year	$ 325,079,380	$ 133,567,941	$ 89,201,256

The accompanying notes are an integral part of these financial statements.

1. Description of Plans

The following description of each Plan's provisions provides only general information. Participants should refer to each Plan document for a more complete description of each Plan's provisions.

General

The Alcoa USA Corp. and Subsidiary Companies' ("Alcoa Corp." or the "Company") Pension Plan for Certain Salaried Employees of Alcoa USA Corp. (Alcoa Corp. Salary Plan), Pension Plan for Certain Hourly Employees of Alcoa USA Corp. (Alcoa Corp. Hourly Plan), Alcoa Subsidiaries Merged Inactive Plan (Alcoa Subsidiaries Merged Inactive Plan), Employees' Retirement Plan of Suriname Aluminum Company LLC Plan I (Suriname Plan I) and Employees' Retirement Plan of Suriname Aluminum Company LLC Plan II (Suriname Plan II) (each referred to as the "Plan") are noncontributory defined benefit plans that cover eligible United States employees and certain employees in foreign countries and participate in the Pension Plans Master Trust for Alcoa USA Corp. ("Alcoa Corp. Master Trust" or "Master Trust").

The investments of the Plans are maintained under one trust pursuant to a "Master Trust Agreement" with the trustee, The Bank of New York Mellon ("trustee").

All fiduciary responsibility for the Plans is maintained by the Alcoa Corp. Benefits Management Committee. The Plans are subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plans provide, in general, for monthly pensions upon retirement at or after age 65, or earlier upon disability, incapacity, special circumstances or with certain minimum age and service requirements. Pension benefits generally depend upon length of service, job grade or remuneration, and certain social security and other benefits.

The Separation

On September 29, 2016, the Alcoa Inc. Board of Directors approved the separation of Alcoa Inc. into two independent publicly traded companies. On November 1, 2016, the separation transaction was completed and became effective. Alcoa Inc. was renamed Arconic Inc. and the spinoff company was named Alcoa Corporation.

In anticipation of the separation of Alcoa Inc., Alcoa USA Corp. established the Alcoa Corp. Salary Plan and the Alcoa Corp. Hourly Plan from the existing Alcoa Retirement Plan I ("Alcoa Inc. Salary Plan" or "Arconic Salary Plan") and Alcoa Retirement Plan II ("Alcoa Inc. Hourly Plan" or "Arconic Hourly Plan"). The Alcoa Corp. Salary Plan and Alcoa Corp. Hourly Plan were effective August 1, 2016. The obligations associated with certain employees or former employees assigned to Alcoa Corporation, and the related assets to fund such obligations, were transferred to the Alcoa Corp. Salary Plan and Alcoa Corp. Hourly Plan with no reduction or increase in participant benefits accumulated at the time of transfer. Plan assets of $3,592,197,371 were transferred from the Arconic Plans. Arconic Salary Plan assets of $1,716,052,623 were transferred to the Alcoa Corp. Salary Plan, of which $10,360,191 was reported as an amount due from the Arconic Salary Plan as of December 31, 2016. Arconic Hourly Plan assets of $1,876,144,748 were transferred to the Alcoa Corp. Hourly Plan, of which $14,342,594 was reported as an amount due to the Arconic Hourly Plan as of December 31, 2016.

In addition, the Alcoa Corp. Master Trust was established as part of the separation transaction, effective August 1, 2016.

Prior to the separation transaction, Alcoa Inc. was the plan sponsor of Suriname Plan I, Suriname Plan II and Alcoa Subsidiaries Merged Inactive Plan (collectively, the "Legacy Plans") and the Legacy Plans participated in the Alcoa Retirement Plans Master Trust, which was renamed the Arconic Retirement Plans Master Trust, effective July 28, 2016 ("Alcoa Master Trust" or "Arconic Master Trust"). Effective August 1, 2016, Alcoa USA Corp. is the plan sponsor of the Legacy Plans and the Legacy Plans participate in the Alcoa Corp. Master Trust.

This separation transaction had no effect on the 2015 financial statements for any of the Plans.

Eligibility and Vesting
Employees hired before March 1, 2006 are eligible to participate in the Alcoa Corp. Salary Plan after they have attained age 21 with one year of service. Certain new employees hired after March 1, 2006 are not eligible to participate in the Alcoa Corp. Salary Plan. Certain hourly employees are eligible to participate in the Alcoa Corp. Hourly Plan after they have attained age 21 with one year of service.

Suriname salaried employees hired after December 31, 2011 are no longer eligible to participate in Suriname Plan I. Suriname hourly employees hired after December 31, 2012 are no longer eligible to participate in Suriname Plan II. If hired prior to these dates, employees are eligible to participate in Suriname Plan I and Suriname Plan II after they have attained age 21 with one year of service.

There are no longer any active participants accruing benefits in the Alcoa Subsidiaries Merged Inactive Plan. Benefits are being provided to retired participants and will be provided to deferred vested participants in accordance with Plan provisions applicable at the time of their termination.

All eligible participants currently accruing benefits in the Plans fully vest after a five-year period.

Benefit Provisions
The benefit provisions for the Alcoa Corp. Salary Plan and the Suriname Plan I determine the retirement benefit on a compensation-based formula.

The Alcoa Corp. Hourly Plan and the Suriname Plan II determine the retirement benefits on a factor times years of service.

Benefit provisions for certain participants of the Alcoa Subsidiaries Merged Inactive Plan determine the retirement benefit on a compensation-based formula while the remaining is based on hypothetical account balances.

Normal retirement for the Alcoa Corp. Salary Plan, the Alcoa Corp. Hourly Plan and the Alcoa Subsidiaries Merged Inactive Plan is age 65 with five years of service.

Normal retirement for the Suriname Plan I is age 60 with 18 months of service or age 55 with 30 years of service.

Normal retirement for the Suriname Plan II is the earlier of the date of (i) age 60, or (ii) the later of the date of age 65 or 18 months of service.

Risks and Uncertainties
The Plans invest in investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the Statements of Individual Plan Net Assets Available for Benefits and Statements of Changes in Individual Plan Net Assets Available for Benefits.

Plans' contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the individual Plans' financial statements.

Termination of Plans
Benefits under the Plans are insured by the Pension Benefit Guaranty Corporation ("PBGC"). Should the Plans' terminate at some future time, the net assets of the Plans generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

A full description of each Plan's termination priorities is available in each Plan document.

Reclassifications
Certain amounts in previously issued financial statements were reclassified to conform to the current year presentation.

2. Summary of Accounting Policies

Basis of Accounting
The financial statements of the Plans are prepared under the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates
The preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition
Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Plans' interests in the Alcoa Corp. Master Trust and Alcoa Master Trust (collectively, the "Master Trusts") Investment income and loss includes the Plans' unrealized and realized gains and losses on investments, dividends, interest income, and investment management/trustee fees.

The fair value of the Plans' interests in the Master Trusts are based on the beginning-of-year value of the Plans' interests in the Master Trusts plus actual contributions and allocated investment income less actual distributions, allocated investment loss and administrative expenses.

The individual Plans participate in the operations of the Master Trusts through the purchase and sale of units. Cash inflows and outflows between the Plans and the Master Trusts are accounted for at the beginning-of-the-month unit value. Units are revalued monthly to reflect changes in the investment values. Net investment income and losses are allocated to the Plans that participate in the Master Trusts based on each Plan's units held.

Benefit Payments
Benefit payments to participants are recorded when paid.

Administrative Expenses
Trustee, audit, legal, actuarial, recordkeeping, and other administrative expenses are paid by the Plans. Expenses for services provided for the Master Trusts are allocated to the Plans ratably. Expenses for services provided directly to a specific plan are attributed only to that plan.

Investment Management Fees
Investment management fees are paid by the Plans and are included in Plans' interests in the Master Trusts' Investment income and loss.

Employer Contributions Receivable
Employer contributions receivable represent the remaining funding amounts the Company is required to contribute to meet the minimum contribution levels established by law or as a result of a formal commitment by the Company to make a contribution into the respective Plans.

Funding Policy
The Plans are defined benefit pension plans. No employee contributions to the Plans are required or permitted. The Company contributes such amounts as are necessary on an actuarial basis to provide the individual Plans with assets sufficient to meet the benefits to be paid to current and future retirees or their beneficiaries. The minimum contributions required, if any, for the Plans are designed to fund the Target Normal cost and an amortization installment towards any funding shortfalls. A funding shortfall occurs when there is an excess of Funding Target liability over the Actuarial Value of Plan Assets. The amortization installment is designed to fully fund the funding shortfall in a given year over a 7 year period. The Company may also voluntarily contribute amounts in excess of those minimum required amounts to meet certain funding thresholds or company objectives.

The actuarial determined pension contribution is calculated using the Unit Credit Cost Method. The Funding Target liability is the present value of accrued benefits and based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected expenses to be paid from plan assets during the year.

The Plans have met the minimum funding requirements under the provisions of ERISA in 2016 and 2015.

Investment Policy and Strategy
The Master Trusts' investment policies at December 31, 2016 and 2015, by asset category, are as follows:

Asset Category	Policy Range
Equity securities	20-55 %
Debt securities	25-55
Other	15-35

The principal objectives underlying the investment of the pension plans' assets are to ensure that the Company can properly fund benefit obligations as they become due under a broad range of potential economic and financial scenarios, maximize the long-term investment return with an acceptable level of risk based on such obligations, and broadly diversify investments across and within various asset classes to protect asset values against adverse movements. Specific objectives for long-term investment strategy include reducing the volatility of pension assets relative to pension liabilities and achieving risk factor diversification across the balance of the asset portfolio. A portion of the assets are matched to the interest rate profile of the benefit obligation through long duration fixed income investments and fixed income derivative instruments. Exposure to broad equity risk has been decreased and diversified through investments in discretionary and systematic macro hedge funds, long/short equity hedge funds, and global and emerging market equities. Investments are further diversified by strategy, asset class, geography, and sector to enhance returns and mitigate downside risk. External investment managers are used to gain broad exposure to the financial markets and to mitigate manager-concentration risk.

Investment practices comply with the requirements of applicable laws and regulations in the respective jurisdictions, including ERISA in the United States. The use of derivative instruments by external investment managers is permitted where appropriate and necessary for achieving overall investment policy objectives and for mitigating interest rate and other asset class risks.

Recently Issued Accounting Standards
In February 2017, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2017-06, Plan Accounting: Defined Benefit Pension Plans (Topic 960) Defined Contribution Pension Plans (Topic 962) Health and Welfare Benefit Plans (Topic 965) Employee Benefit Plan Master Trust Reporting.

Under Topic 960, investments in master trusts are presented in a single line item in the Statement of Net Assets Available for Benefits. Similar guidance is not provided in Topic 962 or 965, which has resulted in diversity in practice. For each master trust in which a plan holds an interest, the amendments in this ASU require a plan's interest in that master trust and any change in that interest to be presented in separate line items in the Statement of Net Assets Available for Benefits and in the Statement of Changes in Net Assets Available for Benefits, respectively. Topics 960 and 962 require plans to disclose their percentage interest in the master trust and a list of the investments held by the master trust, presented by general type, within the plan's financial statements. The amendments in this ASU remove the requirement to disclose the percentage interest in the master trust for plans with divided interests and require that all plans disclose the dollar amount of their interest in each of those general types of investments, which supplements the existing requirement to disclose the master trust's balances in each general type of investments. Current U.S. GAAP does not require disclosure by plans of the master trust's other assets and liabilities. The amendments in this ASU require all plans to disclose (1) their master trust's other asset and liability balances and (2) the dollar amount of the plan's interest in each of those balances.

The ASU is effective for fiscal years beginning after December 15, 2018. Early adoption is permitted. An entity should apply the amendments in this ASU retrospectively to each period for which financial statements are presented. The Plans are currently evaluating the impact of ASU 2017-06 on the financial statements and related disclosures.

Recently Adopted Accounting Standards

In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*. Part I eliminates the requirements to measure the fair value of fully benefit-responsive investment contracts but will continue to provide certain disclosures that help users understand the nature and risks of fully benefit-responsive investment contracts. Upon adoption, contract value will be the only required measure for fully benefit-responsive investment contracts. Part II eliminates the requirements to disclose individual investments that represent 5 percent or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III provides a practical expedient to permit plans to measure investments and investment-related accounts as of a month-end date that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with month-end. The ASU is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Parts I and III are not applicable to the Plans. The Alcoa Subsidiaries Merged Inactive Plan, Suriname Plan I and Suriname Plan II adopted Part II of ASU 2015-12 on January 1, 2015. The Alcoa Corp. Salary Plan and Alcoa Corp. Hourly Plan adopted Part II of ASU 2015-12 upon their creation on August 1, 2016. The presentation of the financial statements and notes herein reflect such adoption.

In May 2015, the FASB issued ASU 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. Under the amendments in this ASU, investments for which fair value is measured at net asset value per share (or its equivalent) using the practical expedient are no longer categorized in the fair value hierarchy. The ASU is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. The Alcoa Subsidiaries Merged Inactive Plan, Suriname Plan I and Suriname Plan II adopted ASU 2015-07 on January 1, 2015. The Alcoa Corp. Salary Plan and Alcoa Corp. Hourly Plan adopted ASU 2015-07 upon their creation on August 1, 2016. The presentation of the financial statements and notes herein reflect such adoption.

In August 2014, the FASB issued ASU 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. ASU 2014-15 explicitly requires management to assess an entity's ability to continue as a going concern, and to provide related footnote disclosures in certain circumstances. Currently, there is no guidance in US GAAP about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern or to provide related footnote disclosures. The ASU is effective for fiscal years beginning after December 15, 2016, with early adoption permitted. The Alcoa Subsidiaries Merged Inactive Plan, Suriname Plan I and Suriname Plan II adopted ASU 2014-15 on January 1, 2016. The Alcoa Corp. Salary Plan and Alcoa Corp. Hourly Plan adopted ASU 2014-15 upon their creation on August 1, 2016. The adoption did not have an impact to the Plans' financial statements.

3. Plans' Interests in the Alcoa Corp. Master Trust at December 31, 2016 and the Alcoa Master Trust at December 31, 2015

The Plans' investments are held in the Alcoa Corp. Master Trust as of December 31, 2016. The Alcoa Corp. Master Trust net assets were comprised of the following at December 31, 2016:

	2016
Assets	
Investments at fair value	
Cash and cash equivalents	$ 1,235,348,249
Fixed income securities	53,785,200
Fixed income derivatives	46,294,540
Equity securities - common stocks	117,122,319
Equity securities - registered investment companies	327,714,799
Equity securities - commingled trust funds	170,008,146
Futures contracts	1,451,554
Gold trust-exchange traded fund	71,362,523
Alternative investments	1,685,886,255
Total investments at fair value	3,708,973,585
Receivable for sales pending settlement and interest earned (net of payable for investments purchased)	2,085,611
Total net assets of Pension Plans Master Trust for Alcoa USA Corp. at fair value	$ 3,711,059,196

The Plans' investments were held in the Alcoa Master Trust as of December 31, 2015. The Alcoa Master Trust net assets were comprised of the following at December 31, 2015:

	2015
Assets	
Investments at fair value	
Cash and cash equivalents	$ 780,853,686
Fixed income securities	2,582,161,521
Equity securities - common stocks	202,774,938
Equity securities - registered investment companies	567,946,157
Equity securities - commingled trust funds	284,392,435
Futures contracts	(2,595,765)
Gold trust-exchange traded fund	125,508,394
Alternative investments	3,372,951,657
Total investments at fair value	7,913,993,023
Receivable for sales pending settlement and interest earned (net of payable for investments purchased)	2,413,740
Total net assets of Alcoa Retirement Plans Master Trust at fair value	$ 7,916,406,763

The following table lists the ownership percentage of the Plans in the Master Trusts' net assets as of December 31:

	2016	2015
Alcoa Corp. Salary Plan	41.39 %	0.00 %
Alcoa Corp. Hourly Plan	45.13	-
Alcoa Subsidiaries Merged Inactive Plan [(a)]	8.14	4.05
Suriname Plan I [(a)]	3.16	1.69
Suriname Plan II [(a)]	2.18	1.12
Sub Total	100.00	6.86
Arconic Salary Plan [(b)]	-	46.25
Arconic Hourly Plan [(b)]	-	44.19
Huck Plan [(b)]	-	0.23
Muskegon Plan [(b)]	-	1.06
Howmet Plan [(b)]	-	1.41
Total	100.00 %	100.00 %

[(a)] Plans that were in the Alcoa Master Trust prior to the separation transaction, but are now in the Alcoa Corp. Master Trust.

[(b)] Arconic Inc. defined benefit plans that remained in the Arconic Master Trust after the Alcoa Inc. separation transaction.

The Alcoa Corp. Master Trust investment loss was comprised of the following for the period from August 1, 2016 to December 31, 2016:

	2016
Investment loss	
Interest	$ 476,883
Dividends	4,176,982
Net appreciation/(depreciation) in fair value of investments	
Fixed income securities	2,230,603
Equity securities - common stocks	(1,786,328)
Equity Securities - registered investment companies	3,393,017
Equity securities - commingled trust funds	(3,394,756)
Futures	(76,715,753)
Fixed income derivatives	(245,493,176)
Gold trust - exchange traded fund	(16,132,187)
Alternative investments	51,167,318
Investment management/trustee fees	(3,091,876)
Total Pension Plans Master Trust for Alcoa USA Corp. investment loss	$ (285,169,274)

The following table lists the ownership percentage of the Plans in the Alcoa Corp. Master Trust investment loss for the period from August 1, 2016 to December 31, 2016:

	2016
Alcoa Corp. Salary Plan	41.11 %
Alcoa Corp. Hourly Plan	45.50
Alcoa Subsidiaries Merged Inactive Plan	8.02
Suriname Plan I	3.20
Suriname Plan II	2.17
Total	100.00 %

The Alcoa Master Trust Investment loss for the year ended December 31, 2016 and for the year ended December 31, 2015 was comprised of the following:

	2016	2015
Investment loss		
Interest	$ 3,781,730	$ 36,710,613
Dividends	11,672,685	13,960,546
Net appreciation/(depreciation) in fair value of investments		
Fixed income securities	267,303,814	(158,251,816)
Equity securities - common stocks	11,703,063	(801,938)
Equity Securities - registered investment companies	60,278,768	(13,872,321)
Equity securities - commingled trust funds	46,473,336	(32,993,085)
Futures	(80,664,874)	-
Fixed income derivatives	(170,950,609)	-
Gold trust - exchange traded fund	16,132,187	(14,848,781)
Alternative investments	(186,225,421)	83,555,475
Investment management/trustee fees	(11,435,357)	(12,514,020)
Total Alcoa Retirement Plans Master Trust investment loss	$ (31,930,678)	$ (99,055,327)

For the period from January 1, 2016 to the effective date of the Alcoa Corp. Master Trust, Alcoa Master Trust investment income was comprised of $2,698,884 of interest income, $7,836,148 of dividend income, and $215,018,225 of net appreciation in the total fair value of investments.

The following table lists the ownership percentage of the Plans in the Alcoa Master Trust investment loss (income) for the year ended December 31, 2016 and for the year ended December 31, 2015:

	2016	2015
Alcoa Subsidiaries Merged Inactive Plan [(a)]	(29.36)%	4.15 %
Suriname Plan I [(a)]	(12.20)	1.79
Suriname Plan II [(a)]	(8.11)	1.19
Sub Total	(49.67)	7.13
Arconic Salary Plan [(b)]	100.27	46.17
Arconic Hourly Plan [(b)]	24.32	44.01
Huck Plan [(b)]	2.19	0.24
Muskegon Plan [(b)]	10.10	1.03
Howmet Plan [(b)]	12.79	1.42
Total	100.00 %	100.00 %

[(a)] Plans that were in the Alcoa Master Trust prior to the separation transaction, but are now in the Alcoa Corp. Master Trust.

[(b)] Arconic Inc. defined benefit plans that remained in the Arconic Master Trust as a result of the Alcoa Inc. separation transaction.

4. Fair Value Measurements

FASB Accounting Standards Codification No. 820, *Fair Value Measurements and Disclosures* (ASC 820), provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data correlation or other means.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2016 and 2015:

Cash and Cash Equivalents
Interest-bearing cash is valued at carrying value which approximates fair value.

Cash and cash equivalents held within commingled funds (institutional short term investment funds) are fully liquid within 30 days and are valued at the closing Net Asset Value (NAV) of shares held at year end as a practical expedient.

Fixed Income Securities
U.S. government debt is valued at the closing price reported on an active market on the last business day of each period presented (included in Level 1).

U.S. and non-U.S. fixed interest obligations (principally corporate bonds and debentures) are valued through consultation and evaluation with brokers in the institutional market using quoted prices and other observable market data (included in Level 2).

Equity Securities – Common Stocks, Gold Trust-Exchange Traded Fund, and Futures Contracts
Valued at the closing price reported on an active market on the last business day of each period presented (included in Level 1).

Equity Securities – Commingled Trust Funds
Valued at the closing NAV of shares held at year end as a practical expedient.

Equity Securities – Registered Investment Companies
Valued at the closing NAV of shares held at year end. These funds are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission. They are required to publish their daily NAV and to transact at that price and, therefore, are deemed to be actively traded with readily determinable fair values (included in Level 1).

Fixed Income Derivatives
Valued using industry standard models with market-based observable inputs (Included in Level 2).

Alternative Investments
Valued primarily at the closing NAV of shares held at year end as a practical expedient as reported in audited financial statements. In the event that audited financial statements for these investments are not available in time to prepare the financial statements or management believes the value reported by the investment advisor does not accurately reflect fair value due to an event in the market place, management will adjust the reported value to fair value based upon information provided by the investment manager and independent valuation experts.

The following table sets forth by level, within the fair value hierarchy, the Alcoa Corp. Master Trust assets at fair value as of December 31, 2016:

	Assets at Fair Value as of December 31, 2016				
	Level 1	Level 2	Level 3	Assets Measured at Net Asset value (a)	Total
Cash and cash equivalents	$ 896,267,150	$ -	$ -	$ 339,081,099	$ 1,235,348,249
Equity securities - common stocks					
Real estate investment trusts	88,258,636	-	-	-	88,258,636
Other	28,863,682	-	-	-	28,863,682
Equity securities - registered investment companies	327,714,799	-	-	-	327,714,799
Equity securities - commingled trust funds	-	-	-	170,008,146	170,008,146
Fixed income securities					
Corporate debt - other	-	53,785,200	-	-	53,785,200
Fixed income derivatives	-	46,294,540	-	-	46,294,540
Futures contracts	1,451,554	-	-	-	1,451,554
Gold Trust - exchange traded fund	71,362,523	-	-	-	71,362,523
Alternative Investments					
Private real estate - direct	-	-	-	70,015,415	70,015,415
Timber - direct	-	-	-	13,160,396	13,160,396
Venture capital - direct	-	-	-	76,954,507	76,954,507
Private equity - direct	-	-	-	76,070,877	76,070,877
Private debt - direct	-	-	-	10,556,736	10,556,736
Private equity/venture capital - fund of funds	-	-	-	31,918,501	31,918,501
Hedge funds	-	-	-	1,407,209,823	1,407,209,823
Total assets at fair value	$ 1,413,918,345	$ 100,079,741	$ -	$ 2,194,975,500	$ 3,708,973,586

(a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy.

The following table sets forth by level, within the fair value hierarchy, the Alcoa Master Trust assets at fair value as of December 31, 2015:

	Assets at Fair Value as of December 31, 2015				
	Level 1	Level 2	Level 3	Assets Measured at Net Asset value (a)	Total
Fair Value Measurements at end of year					
Cash and cash equivalents	$ 278,910,428	$ -	$ -	$ 501,943,258	$ 780,853,686
Equity securities - common stocks					
Real estate investment trusts	159,049,635	-	-	-	159,049,635
Other	43,725,303	-	-	-	43,725,303
Equity securities - registered investment companies	567,946,157	-	-	-	567,946,157
Equity securities - commingled trust funds	-	-	-	284,392,435	284,392,435
Fixed income securities					
U.S. government debt	2,391,565,430	-	-	-	2,391,565,430
Corporate debt - other	-	190,596,091	-	-	190,596,091
Futures contracts	(2,595,765)	-	-	-	(2,595,765)
Gold Trust - exchange traded fund	125,508,394	-	-	-	125,508,394
Alternative Investments					
Private real estate - direct	-	-	-	159,136,275	159,136,275
Timber - direct	-	-	-	34,857,083	34,857,083
Venture capital - direct	-	-	-	155,979,260	155,979,260
Private equity - direct	-	-	-	185,058,281	185,058,281
Private debt - direct	-	-	-	29,300,792	29,300,792
Private equity/venture capital - fund of funds	-	-	-	69,447,805	69,447,805
Hedge funds	-	-	-	2,739,172,161	2,739,172,161
Total assets at fair value	$ 3,564,109,582	$ 190,596,091	$ -	$ 4,159,287,350	$ 7,913,993,023

(a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy.

The Master Trusts use the NAV as a practical expedient for all of the underlying investments which (a) do not have a readily determinable fair value and (b) either have the attributes of an investment company or prepare their financial statements consistent with the measurement principals of an investment company.

There have been no transfers between levels during the year.

The following table sets forth a summary of liquidity consideration of the investments classified as commingled trust funds and alternative investments.

Category of Investment	Investment Strategy	December 31, 2016 Fair Value	December 31, 2015 Fair Value	Unfunded Commitments at December 31, 2016	Remaining Life at December 31, 2016	Redemption Restrictions and Terms
Equity Securities- Commingled Trust Funds	Global Equity markets	$ 170,008,146	$ 284,392,435	Not Applicable	Not Applicable	(C)
Private Real Estate - Direct	Global Private Real Estate strategy	70,015,415	159,136,275	2,436,955	Up to 2 years	(A)
Timber - Direct	Global Timber strategy	13,160,396	34,857,083	-	Up to 2 years	(A)
Venture Capital - Direct	Global Private Real Estate strategy	76,954,507	155,979,260	786,876	Up to 7 years	(A)
Private Equity - Direct	Global Private Equity strategy	76,070,877	185,058,281	11,773,466	Up to 9 years	(A)
Private Debt - Direct	Global Distressed Debt	10,556,736	29,300,792	8,860	Up to 9 years	(A)
Private Equity/Venture Capital Fund of Funds	Global Private Equity/Venture Capital strategy	31,918,501	69,447,805	4,868,421	Up to 6 years	(A)
Hedge Funds	Discretionary and Systematic Macro strategy	864,955,727	931,389,154	Not Applicable	Not Applicable	(B)
Hedge Funds	Long / Short Equity strategy	448,923,455	1,637,440,829	Not Applicable	Not Applicable	(B)
Hedge Funds	Equity strategy	93,330,642	170,342,178	Not Applicable	Not Applicable	(B)

(A) Redemption not permitted during life of funds. Sale or transfer subject to approval of the general partner.

(B) Hedge Fund Redemption terms vary by fund. Under normal conditions, 76% liquidity is typically available within 180 days, but can be further restricted based on actions of other investors. When investor restrictions are in place, 80% of funds are available with one year.

(C) Redemption terms vary by fund. Full liquidity is available within 30 days.

5. Derivatives

Derivatives Policy

The Master Trusts enter into contractual arrangements classified as derivatives in carrying out its investment strategy, principally to (1) manage interest rate risk within the portfolio, (2) manage exposure to a market more efficiently than could be accomplished through the use of cash markets, and (3) increase investment returns by reducing the cost of structuring the portfolio or by capturing value disparities between financial instruments. The Master Trusts utilize exchange traded instruments such as interest rate futures, options on futures, interest rate swaps and foreign currency forward contracts. The Master Trusts are subject to enforceable master netting arrangements, or netting arrangements, with certain counterparties. Master netting agreements may not be specific to each different asset type; in such instances, they would allow the Company to close out and net its total exposure to a specified counter party in the event of a default.

The following is a summary of the Master Trusts' usage of derivatives:

Futures Contracts

A futures contract is a contractual agreement to make or take delivery of a standardized quantity of a specified grade or type of commodity or financial instrument at a specified future date in accordance with terms specified by a regulated future exchange.

The Master Trusts may use treasury, Eurodollar, and other fixed income futures contracts to manage exposure to interest rate risk and exposure in the market. Buying futures tends to increase the Master Trust's exposure to the underlying instrument held, while selling futures tends to reduce the exposure.

Summaries of the open futures contracts as of December 31, 2016 for the Alcoa Corp. Master Trust and as of December 31, 2015 for the Alcoa Master Trust are presented below:

	Long Contracts				Short Contracts			
	2016 Number of Contracts	2016 Aggregate Face Value	2016 Unrealized Gain/Loss	2016 Variation Margin	2016 Number of Contracts	2016 Aggregate Face Value	2016 Unrealized Gain/Loss	2016 Variation Margin
90 Day Eurodollar Future	-	$ -	$ -	$ -	29	$ 7,151,350	$ 17,675	$ -
Grand total	-	$ -	$ -	$ -	29	$ 7,151,350	$ 17,675	$ -

	Long Contracts				Short Contracts			
	2015 Number of Contracts	2015 Aggregate Face Value	2015 Unrealized Gain/Loss	2015 Variation Margin	2015 Number of Contracts	2015 Aggregate Face Value	2015 Unrealized Gain/Loss	2015 Variation Margin
90 Day Eurodollar Future	-	$ -	$ -	$ -	520	$ 128,077,025	$ 367,935	$ -
US Treasury Bond Future	-	-	-	-	34	5,227,500	(22,578)	(17,000)
US 10 Year Treasury Notes Future	16,085	2,025,202,031	(3,104,310)	-	3	377,719	1,547	(891)
US 5 Year Treasury Notes Future	-	-	-	-	139	16,446,524	26,062	(19,546)
US 2 Year Treasury Notes Future	10	2,172,344	(2,641)	469	-	-	-	-
US Ultra Bond Future	195	30,944,063	137,573	194,979	-	-	-	-
Grand total	16,290	$ 2,058,318,438	$ (2,969,378)	$ 195,448	696	$ 150,128,768	$ 372,966	$ (37,437)

Options on Futures Contracts

The Master Trusts may buy or sell options on futures contracts to capture value disparities between financial instruments. Options strategies may be used to improve yields and enhance performance of the fixed income portfolio. Options on futures contracts are purchased or sold on regulated futures exchanges.

Fixed Income Derivatives

The Master Trusts may use fixed income derivatives to manage exposure to interest rates within the portfolio or to capture value disparities between financial instruments. A fixed income derivative typically involves the agreement with a counterparty to exchange variable rate and fixed rate payments with respect to a notional amount of principal on the value of an underlying instrument or index. Fixed income derivatives are purchased or sold on regulated futures exchanges. The notional amount of fixed income derivatives at year-end is indicative of the average notional amount during the year.

A summary of the fixed income derivatives as of December 31, 2016 for the Alcoa Corp. Master Trust is presented below:

Investment	Expiration Date	2016 Number of Contracts	2016 Notional Value	2016 Aggregate Value	2016 Unrealized Gain/Loss
Options on Fixed Income Derivatives	01/19/2017	1	$ 525,000,000	$ 18,287,565	$ (18,283,341)
Options on Fixed Income Derivatives	01/31/2017	1	525,000,000	19,967,529	(19,911,478)
Options on Fixed Income Derivatives	03/13/2017	1	472,500,000	16,793,329	(16,433,543)
Options on Fixed Income Derivatives	03/21/2018	8	3,123,750,000	81,029,480	(66,289,983)
Options on Fixed Income Derivatives	04/25/2018	11	4,410,000,000	115,148,813	(92,718,418)
Options on Fixed Income Derivatives	05/23/2018	5	1,680,000,000	42,200,511	(33,495,922)
Grand Total		27	$ 10,736,250,000	$ 293,427,225	$ (247,132,685)

The following table is a summary by counterparty of the Alcoa Corp. Master Trust's net exposure to fixed income derivatives at December 31, 2016:

Broker	Fair Value of Derivative Assets	Fair Value of Derivative Liabilities	Net Exposure
Bank of America Corp.	$ 6,469,680	$ -	$ 6,469,680
Barclays PLC	17,337,141	-	17,337,141
Credit Suisse Group AG	4,734,424	-	4,734,424
United Kingdom of Great Britain and Northern Ireland	4,949,280	-	4,949,280
Societe Generale SA	6,043,275	-	6,043,275
Wells Fargo & Co.	6,760,740	-	6,760,740
Grand Total	$ 46,294,540	$ -	$ 46,294,540

Foreign Currency Forwards

The Master Trusts may use foreign currency forwards to capture value disparities between the fixed income and currency markets. Currency forwards may be purchased or sold to enhance returns in the fixed income portfolio. Foreign currency forwards are purchased or sold on regulated futures exchanges.

Activity and year end holdings of Options on Futures Contracts and Foreign Currency Forwards were not material to the overall investment portfolio.

6. Accumulated Plan Benefits

Accumulated plan benefits are those future benefit payments that are attributable, under each Plan's provisions, to employees' service rendered to the benefit information date. Accumulated plan benefits comprise benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of deceased employees, and (c) present employees or their beneficiaries.

The actuarial present value of accumulated plan benefits is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The Plans' actuary made this determination.

For the Alcoa Subsidiaries Merged Inactive Plan, Suriname Plan I, and Suriname Plan II, as of December 31, 2016 the Plan Sponsor elected to change from presenting accumulated plan benefits on a one year lag to presenting accumulated plan benefits for the most recent year represented within the financial statements. Actuarial valuation results as of December 31, 2016 using census data as of January 1, 2016, as well as those as of December 31, 2015, using census data as of January 1, 2015, have been presented below using standard actuarial techniques, taking into account the occurrence, if any, of significant events during the course of the year and the changes made to actuarial assumptions.

Based upon actuarial estimates at December 31, 2016, the present value of accumulated plan benefits for the Plans are as follows:

	Actuarial Present Value of Accumulated Plan Benefits at December 31, 2016			
	Vested Benefits of Participants Currently Receiving Benefits	Other Vested Benefits	Nonvested Benefits	Total Present Value of Accumulated Plan Benefits
Alcoa Corp. Salary Plan	$ 1,737,363,940	$ 366,579,515	$ 19,123,998	$ 2,123,067,453
Alcoa Corp. Hourly Plan	1,877,529,965	330,816,267	5,328,462	2,213,674,694
Alcoa Subsidiaries Merged Inactive Plan	226,653,668	244,485,481	-	471,139,149
Suriname Plan I	130,191,151	18,974,437	493,738	149,659,326
Suriname Plan II	80,558,771	13,211,397	60,090	93,830,258

Based upon actuarial estimates at December 31, 2015, the present value of accumulated plan benefits for the Alcoa Subsidiaries Merged Inactive Plan, Suriname Plan I, and Suriname Plan II are as follows:

	Actuarial Present Value of Accumulated Plan Benefits at December 31, 2015			
	Vested Benefits of Participants Currently Receiving Benefits	Other Vested Benefits	Nonvested Benefits	Total Present Value of Accumulated Plan Benefits
Alcoa Subsidiaries Merged Inactive Plan	$ 218,219,088	$ 241,357,683	$ -	$ 459,576,771
Suriname Plan I	137,156,178	17,019,095	179,020	154,354,293
Suriname Plan II	103,411,765	13,886,638	152,484	117,450,887

The change in the actuarial present value of accumulated plan benefits during the 2016 plan year resulted from the following:

	Actuarial Present Value of Accumulated Plan Benefits December 31, 2015	Transfer from Arconic Defined Benefit Plans	Plan Amendments	Change in Actuarial Assumptions	Interest	Benefits Paid	Benefits Accumulated and Other Experience (A)	Actuarial Present Value of Accumulated Plan Benefits December 31, 2016
Alcoa Corp. Salary Plan	$ -	$ 2,288,036,452	$ -	$ (139,471,914)	$ 33,357,319	$ (65,787,509)	$ 6,933,105	$ 2,123,067,453
Alcoa Corp. Hourly Plan	-	2,371,077,859	-	(139,869,667)	33,943,584	(73,697,117)	22,220,035	2,213,674,694
Alcoa Subsidiaries Merged Inactive Plan	459,576,771	-	-	7,547,628	19,939,256	(20,988,842)	5,064,336	471,139,149
Suriname Plan I	154,354,293	-	-	(1,634,005)	6,499,281	(10,576,442)	1,016,199	149,659,326
Suriname Plan II	117,450,887	-	-	(20,050,369)	4,934,909	(6,961,416)	(1,543,753)	93,830,258

(A) Consists of expected increase in benefits and other experience.

The change in the actuarial present value of accumulated plan benefits during the 2015 plan year resulted from the following:

	Actuarial Present Value of Accumulated Plan Benefits December 31, 2014	Plan Amendments	Change in Actuarial Assumptions	Interest	Benefits Paid	Benefits Accumulated and Other Experience (A)	Actuarial Present Value of Accumulated Plan Benefits December 31, 2015
Alcoa Subsidiaries Merged Inactive Plan	$ 502,969,833	$ -	$ (27,527,227)	$ 19,489,022	$ (31,488,556)	$ (3,866,301)	$ 459,576,771
Suriname Plan I	155,053,873	6,322,005	(6,505,327)	5,965,335	(11,841,016)	5,359,423	154,354,293
Suriname Plan II	122,414,891	7,128,451	(6,117,767)	4,711,556	(9,252,004)	(1,434,240)	117,450,887

(A) Consists of expected increase in benefits and other experience.

The significant assumptions underlying the actuarial computations for the Plans at December 31, 2016 and 2015 are as follows:

Interest Rate
The following table lists the interest rates used for the Plans as of December 31, 2016, 2015 and 2014:

	2016	2015	2014
Alcoa Corp. Salary Plan	4.17 %	0.00 %	0.00 %
Alcoa Corp. Hourly Plan	4.12	-	-
Alcoa Subsidiaries Merged Inactive Plan	4.32	4.44	4.00
Suriname Plan I	4.22	4.36	4.00
Suriname Plan II	4.21	4.33	4.00

Life Expectancy of Participants

The following tables list the mortality tables used for the calculation of the Accumulated Plan Benefits and lump-sum distributions for each of the plans for the years ended 2016, 2015 and 2014:

Plan	12.31.2016, 12.31.2015 and 12.31.2014 Valuations
Alcoa Corp. Salary Plan Alcoa Subsidiaries Merged Inactive Plan (salaried employees)	For deaths after service retirement and deaths after disability retirement, RP-2014 tables for males and females, and the following improvement tables: • Males - based on experience of Alcoa's salaried male population and trends to 0.65% ultimate improvement rate for ages less than 85, with the ultimate level grading to zero by age 115, achieved over a 20-year period • Females - based on experience of Alcoa's hourly (male and female) and salaried female population and trends to 0.50% ultimate improvement rate for ages less than 85, with the ultimate level grading to zero by age 115, achieved over a 20-year period
Alcoa Corp. Hourly Plan Alcoa Subsidiaries Merged Inactive Plan (hourly employees)	For deaths after service retirement and deaths after disability retirement, RP-2014 tables for males and females, with Blue Collar adjustment and an adjustment based on Alcoa's actual experience, and the following improvement table: • Males and Females - based on experience of Alcoa's hourly (male and female) and salaried female population and trends to 0.50% ultimate improvement rate for ages less than 85, with the ultimate level grading to zero by age 115, achieved over a 20-year period
Suriname Plan I	For deaths after service retirement and deaths after disability retirement Prescribed IRS Static Tables.
Suriname Plan II	For deaths after service retirement and deaths after disability retirement, IRS Prescribed Static Tables with Blue Collar adjustment for males and females with an adjustment based on Alcoa's actual experience.

Plan	2014/2015/2016 Lump Sum Distributions
Alcoa Corp. Salary Plan Alcoa Corp. Hourly Plan Alcoa Subsidiaries Merged Inactive Plan	For the 2014, 2015 and 2016 plan years, lump sum distributions are based on the PPA benefit calculated using modified segment rates and the Applicable Mortality Table as provided in Section 417(e)(3) of the Code.

Retirement
The assumed weighted average retirement age is:

Alcoa Corp. Salary Plan	64
Alcoa Corp. Hourly Plan	64
Alcoa Subsidiaries Merged Inactive Plan	58
Suriname Plan I	58
Suriname Plan II	65

7. Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company that the Plans and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC").

The Plans have been amended since receiving the determination letters. However, the Plans' administrator and the Plans' tax counsel believe that the Plans are currently designed and operating in compliance with the applicable requirements of the IRC. Therefore, they believe the Plans were qualified and the related trust was tax-exempt as of the financial statements date.

Determination letters received were dated as follows:

Alcoa Corp. Salary Plan	May 8, 2017
Alcoa Corp. Hourly Plan	May 8, 2017
Alcoa Subsidiaries Merged Inactive Plan	December 8, 2016
Suriname Plan I	April 24, 2017
Suriname Plan II	May 4, 2017

U.S. GAAP requires the Plans' management to evaluate tax positions taken by the Plans and recognize a tax liability (or asset) if the organization has taken an uncertain position that would not be sustained upon examination by the IRS. The Plans' administrator and its tax counsel have analyzed the tax positions taken by the Plans' and has concluded that as of December 31, 2016, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure to the financial statements. As such, no reserve is required under U.S. GAAP. The Plans are subject to audit by the IRS; however, there are no current IRS audits for any tax periods in progress. The Plans' administrator and its tax counsel believe the Plans are no longer subject to IRS audits outside the statutory audit period.

8. Information Certified by the Plans' Trustee

The information included in the Plans' financial statements and Note 3 was prepared by Bank of New York Mellon, the Trustee of the Plans, as of and for the periods ended December 31, 2016 and 2015 and furnished to the Plans' administrator. The Plans' administrator has obtained a certification from the Trustee that such information is complete and accurate in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The Plans' management relies on third party valuation statements in valuing its alternative investments. In substantiating the reasonableness of the valuation information provided, management considers a variety of factors including review of methods and assumptions used by external sources, economic conditions, and market developments.

- Statements of Individual Plan Net Assets Available for Benefits – investments at fair value except for the alternative investments of $1,685,886,255 and $3,372,951,657 identified in Note 3 (and reflected in the table below) as of December 31, 2016 and 2015, respectively.

	2016	2015
Private real estate - direct	$ 70,015,415	$ 159,136,275
Timber - direct	13,160,396	34,857,083
Venture capital - direct	76,954,507	155,979,260
Private equity - direct	76,070,877	185,058,281
Private debt - direct	10,556,736	29,300,792
Private equity/venture capital - fund of funds	31,918,501	69,447,805
Hedge funds	1,407,209,824	2,739,172,161
Total assets at fair value	$ 1,685,886,255	$ 3,372,951,657

- Statements of Changes in Individual Plan Net Assets Available for Benefits – Alcoa Corp. Master Trust interest, dividends, and net appreciation/(depreciation) in fair value of investments except for the net appreciation/(depreciation) in fair value of alternative investments of $51,167,318 identified in Note 3 (and reflected in the table below) for the period from August 1, 2016 to December 31, 2016.

	2016
Private real estate - direct	$ 3,312,869
Timber - direct	(5,541,908)
Venture capital - direct	4,701,670
Private equity - direct	2,533,037
Private debt - direct	967,462
Private equity/venture capital - fund of funds	2,299,482
Hedge funds	42,894,706
Net appreciation/(depreciation) in fair value of alternative investments	$ 51,167,318

- Statements of Changes in Individual Plan Net Assets Available for Benefits – Alcoa Master Trust interest, dividends, and net appreciation/(depreciation) in fair value of investments except for the net appreciation/(depreciation) in fair value of alternative investments of ($186,225,421) and $83,555,475 identified in Note 3 (and reflected in the table below) for years ended December 31, 2016 and 2015, respectively.

	2016	2015
Private real estate - direct	$ 6,869,936	$ 14,885,855
Timber - direct	474,673	(3,246,183)
Venture capital - direct	(913,704)	30,296,108
Private equity - direct	7,502,600	2,452,260
Private debt - direct	(2,938,674)	(4,167,310)
Private equity/venture capital - fund of funds	1,504,515	5,117,239
Hedge funds	(198,724,767)	38,217,506
Net appreciation/(depreciation) in fair value of alternative investments	$ (186,225,421)	$ 83,555,475

9. Related Party Transactions

The Plans invest in funds managed by The Bank of New York Mellon. The Bank of New York Mellon is the trustee as defined by the Plans; therefore, these transactions, and expenses paid to The Bank of New York Mellon, qualify as party-in-interest transactions.

The Company makes minimum funding contributions to the Plans; therefore, these transactions qualify as party-in-interest transactions.

10. Plan Specific Activities

Suriname Plan I
In 2015, plan amendments recognized the effect of a retirement window and immediate vesting for certain plan participants. These amendments increase the actuarial present value of accumulated plan benefits by $6,322,000. This is reflected in the December 31, 2015 actuarial valuation.

Suriname Plan II
In 2015, plan amendments recognized the effect of a retirement window, immediate vesting and factor increases for certain plan participants. These amendments increase the actuarial present value of accumulated plan benefits by $7,128,000. This is reflected in the December 31, 2015 actuarial valuation.

2016 Contributions

On January 15, 2016 and September 15, 2016, Alcoa Inc. made cash contributions of $3,346,529 and $2,078,000, respectively, to the Alcoa Subsidiaries Merged Inactive Plan and Suriname Plan II. The total of these contributions, $5,424,529 is being applied to the 2015 plan year and is reflected as an Employer contribution receivable on the Statements of Individual Plan Net Assets Available for Benefits as of December 31, 2015 and as an Employer Contribution on the Statements of Changes in Individual Plan Net Assets Available for Benefits for the year ended December 31, 2015.

Alcoa Subsidiaries Merged Inactive Plan	$	4,884,164
Suriname Plan II		540,365

11. Commitments and Contingencies

The Alcoa Corp. Master Trust has capital commitments of $19,874,578 at December 31, 2016 and the Alcoa Master Trust had capital commitments of $42,968,166 at December 31, 2015 in relation to additional funding for Limited Partnerships in which they invest.

12. Subsequent Events

Management has evaluated the events and transactions that have occurred through September 28, 2017, the date the financial statements were available to be issued, and noted no items requiring adjustment of the financial statements or additional disclosures, other than that which is noted below.

On January 13, 2017, the Company made cash contributions of $11,854,607 to its Plans. On September 15, 2017, the Company made cash contributions of $7,645,000 to its Plans. In the Plans' financial statements, the total of these contributions, $19,499,607, is being applied to the 2016 plan year and is reflected as an Employer contribution receivable on the Statements of Individual Plan Net Assets Available for Benefits and as an Employer contribution on the Statements of Changes in Individual Plan Net Assets Available for Benefits.

Alcoa Corp. Salary Plan	$	4,767,821
Alcoa Corp. Hourly Plan		5,388,344
Alcoa Subsidiaries Merged Inactive Plan		7,811,722
Suriname Plan II		1,531,720

SCHEDULE SB (Form 5500)	Single-Employer Defined Benefit Plan Actuarial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	2016 This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan	B Three-digit plan number (PN) ▶	
Alcoa Subsidiaries Merged Inactive Plan		037
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF	**D** Employer Identification Number (EIN)	
Alcoa USA Corp.	37-1808900	

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B **F** Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2016

2 Assets:			
a Market value		2a	324,987,547
b Actuarial value		2b	332,084,999

3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	3,488	192,292,598	192,292,598
b For terminated vested participants	4,747	175,146,007	175,146,007
c For active participants	45	392,405	421,278
d Total	8,280	367,831,010	367,859,883

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
a Funding target disregarding prescribed at-risk assumptions		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		4b	
5 Effective interest rate		5	6.13%
6 Target normal cost		6	5,010,000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE PATRICK A. GRAHAM PG — Signature of actuary — 9/21/2017 — Date

PATRICK A. GRAHAM — Type or print name of actuary — 1708256 — Most recent enrollment number

CONDUENT HR CONSULTING, LLC — Firm name — 412-281-2506 — Telephone number (including area code)

11 STANWIX STREET, SUITE 700

PITTSBURGH PA 15222-1312 — Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

ALCOA SUBSIDIARIES MERGED INACTIVE PLAN

EIN: 37-1808900

PN: 037

ATTACHMENT TO SCHEDULE SB OF 2016 FORM 5500

Schedule SB, Line 22 – Description of Weighted Average Retirement Age

(1) Age	(2) Expected Active Headcount	(3) Retirement Rate	(4) Expected Retirements (2)*(3)	(5) Weighted Age (1)*(4)
60	24.0558	0.0347	0.8358	50.1505
61	23.5534	0.0767	1.8076	110.2607
62	24.4551	0.1843	4.5072	279.4437
63	20.6104	0.1700	3.5038	220.7374
64	16.8615	0.1700	2.8665	183.4529
65	13.7885	0.3500	4.8260	313.6879
66	8.8948	0.3500	3.1132	205.4706
67	5.7338	0.2500	1.4334	96.0405
68	4.2676	0.2000	0.8535	58.0388
69	3.3890	0.2500	0.8472	58.4599
70	3.5209	1.0000	3.5209	246.4600
Total			28.1150	1,822.2029

WARA: Total (5) / Total (4) = 64.81 years

Note: The table presents values rounded to fewer significant digits than used in the calculations.

Note to Column 2: The Expected Active Headcount for each age includes persons who are eligible to retire and persons who are not eligible to retire at each age.

Note to Column 3: At each age, these retirement rates are a weighted average of the rates shown in Attachment to Part V for active participants eligible to retire at the age and zero for all other active participants.

ALCOA SUBSIDIARIES MERGED INACTIVE PLAN

EIN: 37-1808900

PN: 037

ATTACHMENT TO SCHEDULE SB OF 2016 FORM 5500

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Prescribed Funding/PBGC Assumptions and Methods

The following assumptions and methods are prescribed by ERISA.

Funding and PBGC premium interest rates

For 2016 Plan Year: Segment Rates with four-month lookback, constrained in accordance with relevant legislation as follows:

	Unconstrained Rates*	Rates Reflecting Corridor**
First Segment Rate	1.34%	4.43%
Second Segment Rate	4.03%	5.91%
Third Segment Rate	5.06%	6.65%

Effective Interest Rate Based on constrained rates 6.13%

For 2015 Plan Year: Segment Rates with four-month lookback, constrained in accordance with relevant legislation as follows:

	Unconstrained Rates*	Rates Reflecting Corridor**
First Segment Rate	1.15%	4.72%
Second Segment Rate	4.06%	6.11%
Third Segment Rate	5.15%	6.81%

Effective Interest Rate Based on constrained rates 6.34%

*Used for maximum tax-deduction purposes and PBGC premium purposes
**Used for minimum funding and benefit restriction purposes.

Mortality

Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants. Lump sum mortality tables are as prescribed by IRS Code 417(e).

Actuarial cost method

The Funding Target is the present value of accrued benefits based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected plan administrative and investment related expenses to be paid from plan assets during the year.

Non-Prescribed Funding Assumptions and Methods

The following assumptions were selected by the plan's enrolled actuary. With the exception of the retirement rates, the assumptions are chosen based on the experience study done in 2011 for Alcoa Retirement Plan I (salaried participants) and Alcoa Retirement Plan II (hourly participants). The experience of these large plans is used where reasonable. Retirement rates were adjusted for the 2015 funding valuation to account for the increase in life expectancy noted in the Society of Actuaries report on mortality tables and the impact of the Great Recession on retirement savings which is expected to result in individuals working longer than previously assumed. The process used to determine the expected long-term rate of return on assets relied on a combination of historical asset return information and forward-looking returns by asset class using information from various external investment managers and consultants. The asset valuation method was selected by the plan sponsor with the actuary's advice and is an acceptable method under PPA.

Expenses

Expected plan administrative and investment related expenses of $5,010,000 were added to the Target Normal Cost, based on expenses paid in the prior year and PBGC premiums to be paid in the current year.

Frequency of optional payment forms

For Reynolds Hourly Plan 11, 95% of those assumed married elect the 50% Joint and Survivor benefit. All others elect the life annuity benefit. For ACSI and AFL, 90% of those assumed married elect the 50% Joint and Survivor benefit. All others elect the life annuity benefit. For AHE and Reynolds Hourly Plan 58, 50% of deferred vested participants elect the 50% Joint and Survivor benefit at commencement and 50% of deferred vested participants elect life annuity benefit at commencement. For Presto, an immediate lump sum is assumed. For SGS, 100% elect lump sum at age 65. Based on review of actual experience and future expectations.

Marital percentage

For Reynolds Hourly 11, ACSI and AFL, 85% of participants are assumed to be married. Husbands are assumed to be 3 years older than their wives.

Mortality

The mortality tables are applied on a static basis. Separate annuitant and non-annuitant tables were used.

Early Retirement rates

Age	Assumption
60	8.00%
61	8.00
62	20.00
63	17.00
64	17.00

Normal Retirement rates

Age	Assumption
65	35.00%
66	35.00
67	25.00
68	20.00
69	25.00
70	100.00

Terminated vested participants are assumed to commence receiving benefits at Normal Retirement Age or the earliest age eligible for unreduced benefits.

Withdrawal rates for active participants not eligible for retirement

Age	Annual Rates of			
	Withdrawal		Vesting	Disability
	Male	Female		
25	16.97%	16.00%	17.00%	.05%
30	13.00	14.00	11.00	.07
35	11.50	12.00	9.00	.08
40	11.00	10.00	7.00	.11
45	10.50	9.00	4.00	.23
50	10.50	8.00	3.00	.45
55	10.50	7.00	3.00	.77
60	10.50	7.00	3.00	.77
64	10.50	7.00	3.00	

Asset valuation method

The Actuarial Value of Assets is market value as of the valuation date, including discounted receivable contributions, reduced by 2/3 and 1/3 of the gain/(loss) in each of the prior 2 years, respectively. The gain/(loss) for each period is determined as the actual return on market value during the period less the expected return on market value based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third Segment Rate. The resulting value is constrained to be within a corridor of 90% to 110% of market value, including discounted receivable contributions.

	Actuary's Assumption	Third Segment Rate	Reflecting PPA Limit
2016 Expected Return	7.75%	6.65%	6.65%
2015 Expected Return	7.75%	6.81%	6.81%
2014 Expected Return	8.00%	6.99%	6.99%

Future actuarial measurements

Future actuarial measurements may differ significantly from current measurements due to plan experience differing from that anticipated by the economic and demographic assumptions, changes expected as part of the natural operation of the methodology used for these measurements, and changes in plan provisions, applicable law or regulations. An analysis of the potential range of such future differences is beyond the scope of this report.

Summary of Changes from the January 1, 2015 Valuation

Prescribed Assumptions: The interest rates and mortality tables were updated to the current rates in accordance with PPA and HATFA.

These assumption changes increased the Funding Target approximately $7,486,000 and decreased the plan's AFTAP by 1.9%.

ALCOA SUBSIDIARIES MERGED INACTIVE PLAN

EIN: 37-1808900

PN: 037

ATTACHMENT TO SCHEDULE SB OF 2016 FORM 5500

Schedule SB, Part V – Summary of Plan Provisions

There are no longer any active plan participants accruing benefits in this plan. However, the merger of Reynolds Metals Company Pension Plan for Hourly Employees (Plan 011) into the plan brings active participants with benefits which are frozen as of December 31, 2009. Benefits are being provided to retired participants and will be provided to deferred vested participants in accordance with plan provisions applicable at the time of their termination.

Summary of Changes from the January 1, 2015 Valuation

None.

ALCOA SUBSIDIARIES MERGED INACTIVE PLAN

EIN: 37-1808900

PN: 037

ATTACHMENT TO SCHEDULE SB OF 2016 FORM 5500

Schedule SB, Line 26 – Schedule of Active Participant Data

Distributed by age and service as of January 1, 2016

AGE	SERVICE									
	< 1	1 - 4	5 - 9	10 - 14	15 - 19	20 - 24	25 - 29	30 - 34	35 - 39	40 +
< 25										
25 - 29		2								
30 - 34		1	1							
35 - 39		1								
40 - 44		2		2	3					
45 - 49		7		4	2					
50 - 54		3		3						
55 - 59		3		1	2		1			
60 - 64		2		1	1			2		
65 - 69										
70+	1									

ALCOA SUBSIDIARIES MERGED INACTIVE PLAN

EIN: 37-1808900

PN: 037

ATTACHMENT TO SCHEDULE SB OF 2016 FORM 5500

Schedule SB, Line 32 – Schedule of Amortization Bases

Shortfall Amortization

Date Established	Type Of Base	Years Remaining	Shortfall Amortization Installment	Present Value of Remaining Installments as of January 1, 2016
January 1, 2010	Shortfall	1	$ 3,969,356	$ 3,969,356
January 1, 2011	Shortfall	2	7,326,936	14,343,058
January 1, 2012	Shortfall	3	(7,840,236)	(22,537,050)
January 1, 2013	Shortfall	4	1,547,859	5,808,491
January 1, 2014	Shortfall	5	3,193,233	14,667,826
January 1, 2015	Shortfall	6	862,230	4,607,626
January 1, 2016	Shortfall	7	2,464,403	14,915,577
Total			$ 11,523,781	$ 35,774,884

SCHEDULE H (Form 5500)	Financial Information	OMB No. 1210-0110
Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ **File as an attachment to Form 5500.**	**2016** **This Form is Open to Public Inspection**

For calendar plan year 2016 or fiscal plan year beginning and ending

A Name of plan	**B** Three-digit plan number (PN) ▶
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f		
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l		

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified **(2)** ☐ Qualified **(3)** ☐ Disclaimer **(4)** ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **(2)** EIN:

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a			
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b			

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**			
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**			
e	Was this plan covered by a fidelity bond?	**4e**			
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**			
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**			
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**			
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**			
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**			
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**			
l	Has the plan failed to provide any benefit when due under the plan?	**4l**			
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	**4o**			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☐ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? **.....** ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

Attachment to 2016 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Alcoa Subsidiaries Merged Inactive Plan **EIN:** 37-1808900
Plan Sponsor's Name 201 Isabella Street **PN:** 037

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
		Investment in Pension Plans Master Trust For Alcoa USA Corp		
*	Pension Plans MT for Alcoa USA Corp		295,027,247	295,457,181