

ALLEGHENY TECHNOLOGIES INC

Form 8-K

February 26, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) February 26, 2018 (February 20, 2018)

Allegheny Technologies Incorporated

(Exact name of registrant as specified in its charter)

Delaware 1-12001 25-1792394
(State or other jurisdiction) (Commission) (IRS Employer)

of incorporation) File Number) Identification No.)

1000 Six PPG Place, Pittsburgh, Pennsylvania 15222-5479

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (412) 394-2800

N/A

(Former name or former address, if changed since last report).

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Director.

On February 20, 2018, General Herbert J. Carlisle was appointed to the Board of Directors (the “Board”) of Allegheny Technologies Incorporated (the “Company”) as a Class I director. General Carlisle will serve on the Audit Committee and the Technology Committee of the Board and will stand for election at the Company’s 2018 Annual Meeting of Stockholders.

General Carlisle has been President and Chief Executive Officer of the National Defense Industrial Association since March 2017, when he retired from the United States Air Force as a four-star general following a 39-year military career. His last Air Force assignment was as Commander, Air Company Command at Langley Air Force Base in Virginia. Prior to that, he was the Commander of the Pacific Air Forces, the air component Commander for the U.S. Pacific Command, and served as executive director of Pacific Air Combat Operations staff, Joint Base Harbor in Hawaii, following various operational and staff assignments throughout the Air Force, including as chief of air operations, U.S. Central Command Forward in Riyadh, Saudi Arabia and as director of legislative liaison at the Office of the Secretary of the Air Force.

The Board has determined that General Carlisle is an independent director under applicable New York Stock Exchange listing requirements and the Company’s categorical Board independence standards, which are included in the Company’s Corporate Governance Guidelines.

As a non-employee director of the Board, General Carlisle will receive the standard compensation paid to non-employee directors for service on the Board. The Company issued a press release on February 21, 2018 to announce the election of General Carlisle to the Board. The press release is set forth in its entirety and attached as Exhibit 99.1 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release dated February 21, 2018.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALLEGHENY TECHNOLOGIES INCORPORATED

By: */s/ Elliot S. Davis*

Elliot S. Davis

Senior Vice President, General Counsel,

Chief Compliance Officer and Corporate Secretary

Dated: February 26, 2018