

ALCOA INC  
Form 8-K  
July 17, 2002

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**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): July 16, 2002

**ALCOA INC.**

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(Exact name of Registrant as specified in its charter)

**Pennsylvania**  
(State or Other Jurisdiction of  
Incorporation)

**1-3610**  
(Commission File Number)

**25-0317820**  
(I.R.S. Employer  
Identification Number)

**201 Isabella Street, Pittsburgh, Pennsylvania**  
(Address of Principal Executive Offices)

**15212-5858**  
(Zip Code)

**Office of Investor Relations 212-836-2674**  
**Office of the Secretary 412-553-4707**  
(Registrant's telephone number, including area code)

**Item 5. OTHER EVENTS.**

Alcoa Inc. announced today that it has agreed to acquire the assets of Fairchild Fasteners, a leading supplier of aerospace fasteners, from The Fairchild Corporation for \$657 million in cash. A copy of the press release is filed herewith as Exhibit 99.1 and is hereby incorporated herein by reference.

Also filed herewith as Exhibits 99.2 - 99.5 and incorporated herein by reference are copies of the following documents relating to the acquisition:

Acquisition Agreement, dated as of July 16, 2002, among Alcoa Inc., The Fairchild Corporation, Fairchild Holding Corp. and Sheepdog, Inc., with Exhibit A (Conveyance, Assignment, Transfer and Bill of Sale), Exhibit B (Undertaking and Indemnity Agreement), and Exhibit C (Escrow Agreement) attached thereto.

Voting Agreement, dated as of July 16, 2002, between Alcoa Inc. and the stockholders of The Fairchild Corporation listed on Schedule A thereto, including Eric I. Steiner.

Voting Agreement, dated as of July 16, 2002, between Alcoa Inc. and the stockholders of The Fairchild Corporation listed on Schedule A thereto, including Jeffrey J. Steiner.

Non-Competition and Consulting Agreement, dated as of July 16, 2002, between Alcoa Inc. and each of Jeffrey Steiner and Eric Steiner.

**Item 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.**

(c) Exhibits

- 99.1 Press Release dated July 17, 2002.
- 99.2 Acquisition Agreement, dated as of July 16, 2002, among Alcoa Inc., The Fairchild Corporation, Fairchild Holding Corp. and Sheepdog, Inc., with Exhibit A (Conveyance, Assignment, Transfer and Bill of Sale), Exhibit B (Undertaking and Indemnity Agreement), and Exhibit C (Escrow Agreement) attached thereto.
- 99.3 Voting Agreement, dated as of July 16, 2002, between Alcoa Inc. and the stockholders of The Fairchild Corporation listed on Schedule A thereto, including Eric I. Steiner.
- 99.4 Voting Agreement, dated as of July 16, 2002, between Alcoa Inc. and the stockholders of The Fairchild Corporation listed on Schedule A thereto, including Jeffrey J. Steiner.
- 99.5 Non-Competition and Consulting Agreement, dated as of July 16, 2002, between Alcoa Inc. and each of Jeffrey Steiner and Eric Steiner.



INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 17, 2002.
99.2	Acquisition Agreement, dated as of July 16, 2002, among Alcoa Inc., The Fairchild Corporation, Fairchild Holding Corp. and Sheepdog, Inc., with Exhibit A (Conveyance, Assignment, Transfer and Bill of Sale), Exhibit B (Undertaking and Indemnity Agreement), and Exhibit C (Escrow Agreement) attached thereto.
99.3	Voting Agreement, dated as of July 16, 2002, between Alcoa Inc. and the stockholders of The Fairchild Corporation listed on Schedule A thereto, including Eric I. Steiner.
99.4	Voting Agreement, dated as of July 16, 2002, between Alcoa Inc. and the stockholders of The Fairchild Corporation listed on Schedule A thereto, including Jeffrey J. Steiner.
99.5	Non-Competition and Consulting Agreement, dated as of July 16, 2002, between Alcoa Inc. and each of Jeffrey Steiner and Eric Steiner.