

RTI INTERNATIONAL METALS INC

Form 8-K

April 25, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report: April 24, 2013**

**(Date of earliest event reported)**

**RTI International Metals, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Ohio**

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

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**001-14437**  
(Commission File Number)

**52-2115953**  
(IRS Employer Identification No.)

**Westpointe Corporate Center One, 5<sup>th</sup> Floor**

**1550 Coraopolis Heights Road**

**Pittsburgh, Pennsylvania**  
(Address of Principal Executive Offices)

**15108-2973**  
(Zip Code)

**(412) 893-0026**

(Registrant's Telephone Number, Including Area Code)

(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))**

**ITEM 2.03. CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF THE REGISTRANT.**

The information set forth in Item 8.01 below is incorporated by reference into this Item 2.03.

**ITEM 8.01. OTHER EVENTS.**

On April 24, 2013, RTI International Metals, Inc. (the Company), issued and sold an additional \$52.5 million aggregate principal amount of its 1.625% Convertible Senior Notes due 2019 (the Option Notes), in connection with the full exercise by the Underwriters (as defined below) of an over-allotment option pursuant to the Underwriting Agreement (the Underwriting Agreement), dated April 11, 2013, between the Company, the Subsidiary Guarantors party thereto and Barclays Capital Inc. and Citigroup Global Markets Inc. (together, the Representatives and together with the several underwriters listed in Schedule III thereto, the Underwriters). A copy of a press release announcing the closing is attached hereto as Exhibit 99.1.

The Option Notes, together with the \$350.0 million aggregate principal amount of the Company's 1.625% Convertible Senior Notes due 2019 previously issued (the Firm Notes and, together with the Option Notes, the Notes) bear interest at a rate of 1.625% per year on the principal amount, accruing from April 17, 2013. Interest is payable on the Notes semiannually in arrears on April 15 and October 15 of each year, beginning October 15, 2013. The Notes are the Company's general unsecured obligations.

The Notes are governed by the Indenture, dated as of December 14, 2010 (the Base Indenture) between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the Trustee), as supplemented by the Third Supplemental Indenture, dated as of April 17, 2013, by and among the Company, the Subsidiary Guarantors named therein and the Trustee (the Supplemental Indentures and, together with the Base Indenture, the Indenture).

For a more detailed description of the Notes, please see Item 1.01 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 17, 2013, which description is incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

Exhibit Number	Description
4.1	Indenture, dated December 14, 2010, by and between RTI International Metals, Inc. and The Bank of New York Mellon Trust Company, N.A., incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K for the event dated December 14, 2010.
4.2	Third Supplemental Indenture, dated April 17, 2013, by and between RTI International Metals, Inc., RMI Titanium Company, Extrusion Technology Corporation of America, RTI Finance Corp., RTI Martinsville, Inc., RTI Remmele Medical, Inc., RTI Remmele Engineering, Inc. and the Bank of New York Mellon Trust Company, N.A., incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K for the event dated April 17, 2013.
4.3	Form of 1.625% Convertible Senior Notes due 2019 (included in Exhibit 4.2).
99.1	Press Release dated April 24, 2013.

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 thereunto duly authorized.

RTI INTERNATIONAL METALS, INC.

Date: April 24, 2013

By: /s/ Chad Whalen

Name: Chad Whalen

Title: General Counsel, Secretary & Senior Vice President

**EXHIBIT INDEX**

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