

RTI INTERNATIONAL METALS INC  
Form 10-K/A  
June 28, 2001

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K/A

[ X ] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 1999

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]  
FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

Commission File Number 1-10319

RTI INTERNATIONAL METALS, INC.  
(Exact name of registrant as specified in its charter)

OHIO  
(State of Incorporation)

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

1000 WARREN AVENUE, NILES, OHIO  
(Address of principal executive offices)

44446  
(Zip Code)

Registrant's telephone number, including area code: 330-544-7700

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2

FORM 10-K/A  
AMENDMENT NO. 1 TO  
ANNUAL REPORT  
ON  
FORM 10-K  
FOR THE YEAR ENDED  
DECEMBER 31, 1999  
OF

RTI INTERNATIONAL METALS, INC.

Pursuant to Rule 12b-15, promulgated under the Securities Exchange Act of 1934, RMI Titanium Company hereby amends each of the following Items of its Annual Report on Form 10-K for the year ended December 31, 2000, so that, as amended, such Items read as set forth herein.

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Index to Exhibits  
 Exhibit 23.2  
 Exhibit 99.1  
 Exhibit 99.2  
 3

### INDEX TO EXHIBITS

| EXHIBIT<br>NO.<br>--- | DESCRIPTION<br>-----   | SEQUENTIAL<br>PAGE<br>NUMBER<br>----- |
|-----------------------|--|---------------------------------------|
| 2.0                   | Amended and Restated Reorganization Agreement, incorporated by reference to Exhibit 2.1 to the Company's Registration Statement on Form S-1 No. 33-30667 Amendment No. 1.  |                                       |
| 2.1                   | Stock Purchase Agreement, dated as of October 1, 1998, by and among RTI International Metals, Inc., New Century Metals, Inc., Richard R. Burkhardt and Joseph H. Rice, incorporated by reference to Exhibit 2.1 and 2.2 to the Company's Current Report on Form 8-K dated October 15, 1998.  |                                       |
| 2.2                   | Asset Purchase Agreement, dated October 1, 1998, by and among Weld-Tech Engineering Services, L.P. and Weld-Tech Engineering, L.P., incorporated by reference to Exhibit 2.1 and 2.2 to the Company's Current Report on Form 8-K dated October 15, 1998.   |                                       |
| 3.1                   | Amended and Restated Articles of Incorporation of the Company, effective April 29, 1999, incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999.   |                                       |
| 3.2                   | Amended Code of Regulations of the Company, incorporated by reference to Exhibit 3.3 to the Company's Registration Statement on Form S-4 No. 333-61935.  |                                       |
| 4.1                   | Credit Agreement between RTI International Metals, Inc. and PNC Bank, National Association, as agent; Mellon Bank, National Association of Pennsylvania and Bank One, National Association as co-agents, dated as of September 30, 1998, incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 1998. |                                       |
| 4.2                   | Amendment to Credit Agreement between RTI International Metals, Inc. and PNC Bank, National Association, as agent; Mellon Bank, National Association of Pennsylvania and Bank One, National Association, as co-agents, dated May 11, 2000 filed herewith.  |                                       |
| 10.1                  | Agreement for the sale and purchase of titanium tetrachloride between SCM Chemicals, Inc., and RMI Titanium Company dated March 9, 1993, incorporated by reference to Exhibit 10.13 to the Company's Annual Report on Form 10-K for the year ended December 31, 1992.+   |                                       |
| 10.2                  | Agreement for the supply, purchase and sale of chlorine between SCM Chemicals, Inc., and RMI Titanium Company dated as of November 13, 1990, incorporated by reference to Exhibit 10.3 to the Company's Annual Report on Form 10-K for the year ended December 31, 1990.   |                                       |
| 10.3                  | RMI Company Annual Incentive Compensation Plan, incorporated by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-1 No. 33-30667 Amendment No. 2.  |                                       |
| 10.4                  | RMI Titanium Company 1989 Stock Option Incentive Plan, incorporated by reference to Exhibit 10.4 to the Company's  |                                       |

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Registration Statement on Form S-1 No. 33-30667 Amendment No. 2.

- 10.5 RTI International Metals, Inc. Supplemental Pension Plan effective August 1, 1987, and amended as of January 28, 2000, filed herewith.
- 10.6 RTI International Metals, Inc. Excess Benefits Plan effective July 18, 1991, as amended January 28, 2000, filed herewith.

4

| EXHIBIT<br>NO.<br>---- | DESCRIPTION<br>-----  | SEQUENTIAL<br>PAGE<br>NUMBER<br>----- |
|------------------------|---|---------------------------------------|
| 10.7                   | Sales Agreement for the supply of titanium sponge and plasma electrodes between Oregon Metallurgical Corporation and RMI Titanium Company dated as of August 8, 1994 incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995.+                               |                                       |
| 10.8                   | Sales Agreement for the supply of titanium sponge between Osaka Titanium Co., Ltd., Sumitomo Corporation, Sumitomo Corporation of America, and RMI Titanium Company dated as of September 4, 1992 incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995.+ |                                       |
| 10.9                   | RTI International Metals, Inc., 1995 Stock Plan incorporated by reference to Exhibit 10.11 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995.  |                                       |
| 10.10                  | Employment agreement, dated August 1, 1999, between the Company and John H. Odle, incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K for the year ended December 31, 1999.  |                                       |
| 10.11                  | Employment agreement, dated August 1, 1999, between the Company and T. G. Rupert, incorporated by reference to Exhibit 10.11 to the Company's Annual Report on Form 10-K for the year ended December 31, 1999.  |                                       |
| 10.12                  | Employment agreement, dated August 1, 1999 between the Company and Dawne S. Hickton, incorporated by reference to Exhibit 10.12 to the Company's Annual Report on Form 10-K for the year ended December 31, 1999.   |                                       |
| 10.13                  | Employment agreement, dated August 1, 1999 between the Company and Lawrence W. Jacobs, incorporated by reference to Exhibit 10.13 to the Company's Annual Report on Form 10-K for the year ended December 31, 1999.   |                                       |
| 10.14                  | Employment agreement, dated November 1, 1999, between the Company and Gordon L. Berkstresser, incorporated by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K for the year ended December 31, 1999.  |                                       |
| 21                     | Subsidiaries of the Company.  |                                       |
| 23.1                   | Consent of PricewaterhouseCoopers LLP.  |                                       |
| 23.2                   | Consent of PricewaterhouseCoopers LLP.  |                                       |
| 24                     | Powers of Attorney.   |                                       |
| 99.1                   | Financial Statements of The RMI Employee Savings and Investment Plan for the year ended December 31, 2000 (to be filed by amendment).   |                                       |
| 99.2                   | Financial Statements of The RMI Bargaining Unit Employee Savings and Investment Plan for the year ended December 31,  |                                       |

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2000 (to be filed by amendment).

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+ Confidential treatment has been requested.