

RTI INTERNATIONAL METALS INC
Form DEF 14A
March 28, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

RTI INTERNATIONAL METALS, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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(3) Per unit or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**Notice of Annual Meeting of
Shareholders and Proxy Statement**

April 25, 2014

11:30 a.m. Central Daylight Time

Four Seasons Hotel Houston

1300 Lamar Street

Houston, Texas 77010

USA

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

The following proxy materials are available for you to review online at www.proxydocs.com/rti:

This Proxy Statement

Form of RTI International Metals, Inc. Proxy Card

RTI International Metals, Inc. 2013 Annual Report to Shareholders (which is not deemed to be part of the official proxy soliciting materials)

Any amendments to these materials required to be furnished to our shareholders
This website is designed to provide complete anonymity with respect to a shareholder accessing the website, consistent with Securities and Exchange Commission rules.

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Westpointe Corporate Center One, 5th Floor

1550 Coraopolis Heights Road

Pittsburgh, Pennsylvania 15108-2973

March 28, 2014

To Our Fellow Shareholders:

You are cordially invited to attend the RTI International Metals, Inc. (the Company) 2014 Annual Meeting of Shareholders on April 25, 2014, at the Four Seasons Hotel Houston, 1300 Lamar Street, Houston, Texas 77010. The meeting will begin promptly at 11:30 a.m. Central Daylight Time. At the meeting, all holders of the Company's common stock at the close of business on March 14, 2014, will be entitled to vote on the election of directors, ratification of the appointment of our independent registered public accounting firm, the annual non-binding advisory approval of our named executive officers' compensation, the approval of an amendment to the Company's Articles of Incorporation to increase the authorized capital stock of the Company and remove the currently authorized Series A Junior Participating Preferred Stock, the approval of the Company's 2014 Stock and Incentive Plan, and any other matters that properly come before the meeting.

You have a choice of voting your proxy via the Internet, by telephone, or by completing and returning the enclosed proxy card. Whether or not you plan to attend the meeting, it is important that you vote your shares and we encourage you to do so as soon as possible.

We look forward to seeing as many of you as possible at the 2014 Annual Meeting of Shareholders

Sincerely,

Robert M. Hernandez

Chairman of the Board

Dawne S. Hickton

Vice Chair, President, and Chief Executive Officer

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF
RTI INTERNATIONAL METALS, INC.**

Time:

11:30 a.m. Central Daylight Time

Date:

April 25, 2014

Place:

Four Seasons Hotel Houston

1300 Lamar Street

Houston, Texas 77010

USA

Purpose:

Elect directors

Ratify the appointment of independent registered public accounting firm

Approve, by non-binding advisory vote, the compensation of named executive officers

Approve an amendment to the Company's Articles of Incorporation to increase the authorized capital stock of RTI International Metals, Inc. and remove the currently authorized Series A Junior Participating Preferred Stock

Approve the RTI International Metals, Inc. 2014 Stock and Incentive Plan

Conduct other business if properly raised

Your vote is important. Please vote promptly by following the instructions on the next page and on the enclosed proxy card.

By Order of the Board of Directors,

Loretta L. Benec

Secretary

March 28, 2014

Only shareholders of record on March 14, 2014, may vote at the meeting.

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PROXY STATEMENT

General Information

Who may vote?

Shareholders of RTI International Metals, Inc. (the Company, RTI, we, or our) as of the close of business on the record date, March 14, 2014, are entitled to receive notice of and to vote at the 2014 Annual Meeting of Shareholders (the Annual Meeting). If you were a shareholder of record on that date, you will be entitled to vote all of the shares that you held on that date at the Annual Meeting or any postponements or adjournments of the Annual Meeting.

What may I vote on?

At our Annual Meeting, you may vote on the matters outlined in the Notice of Annual Meeting, including:

- (1) election of the nine directors nominated by our Board of Directors (the Board),
- (2) ratification of the appointment of PricewaterhouseCoopers LLP (PwC) as our independent registered public accounting firm for 2014,
- (3) a non-binding advisory vote to approve compensation of our named executive officers as disclosed in these materials,
- (4) approval of an amendment to the Company s Articles of Incorporation to increase the authorized capital stock of the Company and remove the currently authorized Series A Junior Participating Preferred Stock,
- (5) approval of the Company s 2014 Stock and Incentive Plan, and
- (6) any other matters that may be properly presented at the Annual Meeting.

Voting recommendations

Unless you give other instructions when you vote, the persons named as proxy holders will vote in accordance with the recommendations of our Board. Our Board recommends that you vote:

FOR each of the nominees for director presented in this proxy statement,

FOR the ratification of the appointment of PwC as our independent registered public accounting firm for 2014,

FOR the approval, on a non-binding advisory basis, of the compensation of our named executive officers as disclosed in this proxy statement,

FOR the approval of an amendment to the Company s Articles of Incorporation to increase the authorized stock of the Company and remove the currently authorized Series A Junior Participating Preferred Stock, and

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FOR the approval of the Company's 2014 Stock and Incentive Plan.

With respect to any other matter that properly comes before the Annual Meeting, the proxy holders will vote as recommended by the Board or, if no recommendation is given, in their own discretion.

Solicitation

This proxy statement is being furnished by RTI to its shareholders in connection with the solicitation of proxies to be voted at the Annual Meeting. RTI intends to first mail this proxy statement to shareholders on or about March 28, 2014.

How do I vote?

You may vote in any one of the following three ways:

(1) By Internet: Go to the website shown on the enclosed proxy card (www.investorvote.com/RTI) and follow the instructions.

(2) By Telephone: Call the toll-free number shown on the enclosed proxy card (1-800-652-8683) and follow the voice prompts using a touch-tone telephone.

(3) By Mail: Sign and date each proxy card you receive and return it in the envelope provided. If you return a signed proxy card but do not mark the boxes showing how you wish to vote, your shares will be voted FOR all proposals as recommended by our Board.

You have the right to revoke your proxy at any time before the Annual Meeting by sending a written notice of revocation or a later-dated proxy card to RTI's Secretary, by voting

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subsequently through the Internet or by

telephone, or by voting in person at the meeting. Attendance at the Annual Meeting will not by itself revoke a previously-granted proxy.

A majority of the outstanding shares of RTI common stock entitled to vote at the Annual Meeting must be present in person or by proxy in order for there to be a quorum at the Annual Meeting. Shareholders of record who are present at the Annual Meeting in person or by proxy and who abstain from voting, as well as broker non-votes (which occur when you hold your shares in street name through a broker or other nominee, and your broker or nominee does not have discretionary voting authority on

a matter and you do not provide voting instructions), will be included in the number of shares present for purposes of determining a quorum.

Each share of the Company's common stock is entitled to one vote per share. The specific votes required to approve each proposal is discussed at the end of each proposal as set forth in this proxy statement. Common shares represented by properly executed and returned forms of proxy or properly authenticated voting instructions recorded through the Internet or by telephone will be voted for each proposal as set forth therein.

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CORPORATE GOVERNANCE

Business Ethics and Corporate Governance

Business Conduct and Ethics

RTI is committed to conducting business both ethically and legally. Ethical and legal conduct in all of the Company's business affairs is essential to the Company's future. Our Code of Ethical Business Conduct, adopted by the Board, applies to all directors and employees of the Company, including all of our executive and other officers, and its principles extend to those with whom we conduct business. Our Code of Ethical Business Conduct complies with the requirements of the New York Stock Exchange (the "NYSE") and Securities and Exchange Commission ("SEC") regulations.

Our Code of Ethical Business Conduct is posted under the Investor Relations link on the Company's website, www.rtiintl.com. Any amendments to our Code of Ethical Business Conduct, or waivers of its application with respect to our directors or executive officers, will be disclosed promptly on the Company's website. There were no waivers or significant amendments during 2013.

Corporate Governance Guidelines

The Company's Corporate Governance Guidelines (the "Governance Guidelines") were adopted by our Board to promote sound corporate citizenship. The Governance Guidelines, together with the charters for our Board committees, provide the framework for our corporate governance. The Governance Guidelines, which comply with the requirements of the NYSE, address a number of topics, including: the size and role of our Board; director resignations; non-employee director executive sessions; Board and committee meeting attendance; access to senior management and advisors; Board compensation; Board independence, composition, and membership criteria; Board and committee self-assessments; director orientation and continuing education; retirement age; and the Board nomination process.

Our Governance Guidelines are posted under the Investor Relations link on the Company's website, www.rtiintl.com.

Director Education

The Company has educational presentations from time to time at Board and committee meetings, and we encourage our directors to attend educational seminars and conferences to enhance his or her knowledge of the role and responsibilities of directors. Any director who attends an educational seminar or conference may receive reimbursement from the Company for the reasonable costs incurred in connection with his or her attendance. Two directors participated in a director education seminar or program sponsored by a third party in 2013 and all of the then-elected directors attended a formal continuing education program sponsored by the Company in October 2013.

The Board of Directors

The business and affairs of the Company are conducted under the general direction of our Board. The Board presently consists of eleven members:

Daniel I. Booker, Jr.	Edith E. Holiday	Bryan T. Moss
Ronald L. Gallatin	Jerry Howard	James A. Williams
Robert M. Hernandez	Rokus L. van Iperen	Arthur B. Winkleblack
Dawne S. Hickton	Mario Longhi	

The Board met eleven times during 2013. All of our directors attended 75% or more of the total number of meetings of the Board and of the committees on which they serve. The Chairman of the Board chairs the regularly-scheduled executive sessions of the non-management directors, and in the Chairman's absence, the chair of the Nominating/Corporate Governance Committee chairs the meeting.

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Director Independence

Dawne S. Hickton was the only member of the Board in 2013 who was also an officer and employee of the Company or its subsidiaries. Our Board reviewed existing director and director nominee independence in accordance with our Governance Guidelines and applicable SEC and NYSE rules and listing standards relating to independence, including any transactions or relationships between each current director or nominee for director with the Company (either directly or as a partner, stockholder or officer of any organization that has a relationship with the Company). As a result of such review, our Board determined that other than Ms. Hickton, all current directors (Daniel I. Booker, Jr., Ronald L. Gallatin, Robert M. Hernandez, Edith E. Holiday, Jerry Howard, Rokus L. van Iperen, Mario Longhi, Bryan T. Moss, James A. Williams and Arthur B. Winkleblack) do meet our Governance Guidelines and applicable NYSE requirements relating to Board and committee independence. None of the independent directors has a relationship with the Company that is material.

Transactions with Related Parties

We are aware of no transactions with the Company involving over \$120,000 since the beginning of 2013 in which any of our directors, director nominees, executive officers, five percent shareholders, or certain of their relatives (related parties) had or will have a direct or indirect material interest. We recognize that transactions between the Company and its related parties can present potential or actual conflicts of interest and may create the appearance that decisions may not be based on considerations in the best interests of the Company.

We are aware, however, of transactions in which one of our businesses, RTI Alloys, sells ferrotitanium to U. S. Steel's Gary Works, which is a facility owned by U. S. Steel, for which Mr. Longhi serves as President and CEO, in amounts greater than \$120,000. This is a long-standing relationship that predates Mr. Longhi's employment at U. S. Steel, and our Board does not believe Mr. Longhi has a direct or indirect material interest in such transactions.

Although as a general matter, and in accordance with our Code of Ethical Business Conduct and our Conflict of Interest Policy (both of which are available under the Investor Relations link on our website at www.rtiintl.com), our preference is to avoid transactions with the Company in which any of our related parties had or will have a direct or indirect material interest, we recognize that, from time to time, such related party transactions may be contemplated. On an annual basis, we ask all non-union employees to review our Code of Ethical Business Conduct and Conflict of Interest Policy and to certify their compliance with them in writing. In the event that we become aware, through this process or otherwise during the year, that a potential transaction with a related party is being contemplated, the matter would be reviewed and considered by executive management or by the Board. Based on this review, a determination is made as to whether the Company would have a material interest in the transaction and whether such transaction could present potential or actual conflicts of interest or create the appearance that our decisions are based on considerations other than the best interests of the Company and our shareholders. Only related-party transactions that, in the business judgment of our executive management or our Board, as the case may be, are in the best interests of the Company should be approved or ratified, and all others should be rejected.

We also circulate an annual questionnaire to each of our non-employee directors, director nominees, and each executive officer of the Company in connection with the preparation of our proxy statement. Completion of this questionnaire allows us to review and address any actions that the Company should take with respect to any current or contemplated relationships each respondent may have with our significant customers, service providers, suppliers, or other vendors, which we identify by name in the questionnaire.

Table of Contents**Board Committees**

There are five principal committees of the Board. Committee membership, the primary functions of each committee, and the number of meetings held during 2013 are described below.

Name of Committee and Members	Primary Committee Functions	Number of Meetings
Audit Committee:	<ul style="list-style-type: none"> - Assists the Board in overseeing the Company's financial reporting process and systems of internal control over financial reporting 	11
James A Williams (Chairman)		
Ronald L. Gallatin	<ul style="list-style-type: none"> - Assists the Company with legal and regulatory compliance requirements and qualifications, and the independence and performance of the Company's internal auditors and independent registered public accounting firm 	
Robert M. Hernandez		
Jerry Howard		
Rokus L. van Iperen		
Arthur B. Winkleblack	<ul style="list-style-type: none"> - Has direct responsibility for the appointment, compensation, retention, and oversight of the Company's independent registered public accounting firm 	
	<ul style="list-style-type: none"> - Periodic review of risk assessment as it relates to activities being contemplated or undertaken by management throughout the year 	
Compensation Committee:	<ul style="list-style-type: none"> - Reviews and approves the Company's compensation philosophy, including assessing the risks arising from the Company's compensation philosophy, policies, and practices 	4
Daniel I. Booker (Chairman)		
Edith E. Holiday	<ul style="list-style-type: none"> - Reviews and approves executive compensation programs, plans, and awards 	
Mario Longhi		
Bryan T. Moss	<ul style="list-style-type: none"> - Reviews and approves policies, principles, and procedures for selection and performance review of our Chief Executive Officer (the CEO) and other top members of management 	
	<ul style="list-style-type: none"> - Reviews and recommends to the full Board employment agreements, severance arrangements, and change in control agreements for our CEO and senior executives 	

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- Establishes goals and objectives for our CEO and other top management, setting the compensation of executive officers and, together with the independent directors, setting the CEO's compensation, based on an evaluation of her performance

- Determines whether to retain or terminate any compensation adviser (considering, among other things, the independence thereof)
- Administers the Company's long-term incentive plans and equity plans

- Reviews management's Compensation Discussion and Analysis (CD&A) and

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	submits the Compensation Committee Report contained in this proxy statement	
Nominating/Corporate Governance Committee:	- Identifies individuals qualified to serve as directors	6
Edith E. Holiday (Chair)	- Recommends to the Board the appropriate size of the Board and candidates for election to the Board, including at the Annual Meeting, and to fill vacancies occurring on the Board	
Daniel I. Booker		
Robert M. Hernandez		
Rokus L. van Iperen	- Oversees the evaluation process of the Board	
	- Reviews and evaluates the Company's director compensation	
	- Develops and recommends to the Board corporate governance principles applicable to the Company as well as conducts periodic reviews of such principles	
Executive Committee:	- Assists the Board in the discharge of its responsibilities	0
Robert M. Hernandez (Chairman)	- Acts on behalf of the Board when emergencies or scheduling make it difficult to convene the Board	
Daniel I. Booker		
Dawne S. Hickton		
Strategic Transactions Committee:	- Reports all actions taken by the Executive Committee at the Board's next meeting	
	- Assists the Board in the discharge of its responsibilities with respect to oversight of the Company's evaluation of potential strategic transaction opportunities and/or major financings that may be brought forth from time to time by management or the Board	5
Robert M. Hernandez (Chairman)		
Ronald L. Gallatin		
Dawne S. Hickton		

Audit Committee All members of our Audit Committee meet the NYSE's rules and listing standards for audit committee independence. The Board has determined that Messrs. Gallatin, Hernandez, Howard, Williams and Winkleblack are each qualified as an audit committee financial expert within the meaning of SEC regulations, that Mr. van Iperen is financially literate within the meaning of SEC regulations, and that each member of the Audit Committee has accounting or financial management expertise within the meaning of the listing standards of the NYSE. The Audit Committee may, subject to applicable law and the listing requirements of the NYSE, delegate its responsibilities to subcommittees, composed solely of Audit Committee members, as deemed appropriate. Our Audit Committee has adopted, and our Board has approved, the Audit Committee charter, which may be accessed under the Investor Relations link on the Company's website, www.rtiintl.com.

Compensation Committee Our Compensation Committee discharges the Board's duties concerning executive compensation. The Compensation Committee may, if appropriate, delegate matters within its responsibility to subcommittees composed of certain of its members. All members

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of our Compensation Committee meet the NYSE's rules and listing standards for independence for compensation committee independence. Our Compensation Committee has adopted, and our Board has approved, a Compensation Committee charter, which may be accessed under the Investor Relations link on the Company's website, www.rtiintl.com.

For more information on the responsibilities and activities of our Compensation Committee, including the committee's processes for determining executive compensation, see *Executive Compensation* beginning on page 37 of this proxy statement.

Nominating/Corporate Governance Committee All members of our Nominating/Corporate Governance Committee meet the NYSE's rules and listing standards for independence for purposes of the Nominating/Corporate Governance Committee. Our Nominating/Corporate Governance Committee has adopted, and our Board has approved, a Nominating/Corporate Governance Committee charter, which may be accessed under the Investor Relations link on the Company's website, www.rtiintl.com.

Board Membership Selection Process

Board candidates are typically suggested by members of the Nominating/Corporate Governance Committee; however, it is the policy of the Nominating/Corporate Governance Committee to consider recommendations by shareholders, directors, officers, employees, and others as nominees for election as director. Recommendations, together with the nominee's qualifications and consent to be considered as a nominee, should be sent to the Company's Secretary, at the address set forth under the caption *Other Information* on page 66 of this proxy statement, for presentation to the Nominating/Corporate Governance Committee.

The Nominating/Corporate Governance Committee annually reviews the skills and attributes of Board members and candidates for the Board within the context of the current make-up of the full Board, which is premised on the concept that the Company's Board members should have individual backgrounds that, when combined, provide a diverse portfolio of experience and knowledge that will serve the Company's governance and strategic needs. Although the Board does not have a specific diversity policy, candidates for Board service are considered on the basis of a range of criteria including the current composition of the Board and the need to maintain a diversity of talents, backgrounds, and perspectives. Further, candidates are evaluated as to their broad-based business knowledge and contacts, prominence, commitment to ethical and moral values, personal and professional integrity and sound reputation in their respective fields as well as a global business perspective and commitment to corporate citizenship. See *Shareholder Proposals* on page 66 of this proxy statement for additional information regarding director candidate submission procedures. Additional information concerning director candidates is contained in our Governance Guidelines, which may be accessed under the Investor Relations link on the Company's website at www.rtiintl.com.

Board Leadership Structure

Mr. Hernandez serves as the independent Chairman of our Board and has served in such position since the Company became publicly traded. Ms. Hickton currently serves as Vice Chair, President, and CEO. Our Board believes this is currently the most appropriate structure for the Company as it allows each person to focus on their respective roles; our CEO can focus on the strategic direction of the Company and its day-to-day leadership and performance, while the Chairman can focus on providing guidance to our CEO and setting the agenda and presiding over meetings of the full Board.

Our Board does not have a written policy on whether or not the roles of CEO and Chairman of the Board should be separate and, if they are to be separate, whether the Chairman of the Board should be selected from the non-employee directors or be an employee, as the Board believes that it should be free to evaluate the current needs and interests of the Company and our shareholders at any given point in time and to make changes appropriate for those facts and circumstances.

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Board's Role in the Oversight of Risk Management

Our Audit Committee has been designated to lead our Board's risk management responsibilities. Accordingly, in addition to its other duties, our Audit Committee schedules time for periodic review of risk assessment as it relates to activities being contemplated or undertaken by management throughout the year. In this role, our Audit Committee receives reports from management, internal audit, and other advisors, and regularly engages in serious and thoughtful discussion regarding the Company's risk management process and system, the nature of the material risks the Company faces, and the adequacy of the Company's policies and procedures that are designed to respond to and mitigate perceived and potential risks. Although our Audit Committee leads these efforts, risk management is also periodically reported on and discussed at the full Board level, and feedback is sought from each director as to the most significant risks faced by the Company. This is principally accomplished through submission of Audit Committee reports to our Board and discussion with management.

In addition to the formal risk compliance program, our Board and Audit Committee encourage management to promote a corporate culture that is sensitive to and understands risk management, and incorporates risk management into the Company's overall corporate strategy as well as its day-to-day business operations. Additionally, the Company's risk management structure includes an ongoing effort to assess and analyze the most likely areas of future risk for the Company and to address them as part of its long-term planning process.

Compensation Committee Interlocks and Insider Participation

Our Compensation Committee currently consists of Messrs. Booker, Longhi, and Moss and Ms. Holiday. None of the current members of the Committee has ever been an officer or employee of the Company or any of its subsidiaries. None of our executive officers serve or have served as a member of the board of directors, compensation committee, or other board committee performing equivalent functions of any entity that has one or more executive officers serving as one of the Company's directors or on the Company's Compensation Committee.

Table of Contents**SECURITY OWNERSHIP****Security Ownership of Certain Beneficial Owners**

The following table sets forth each person or entity known to us that may be deemed to have beneficial ownership of more than five percent of the outstanding common stock of RTI based on information publicly available as of February 28, 2014.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
FMR LLC 245 Summer Street Boston, MA 02210	4,565,003(1)	14.9%
Eagle Asset Management, Inc. 880 Carillon Parkway St. Petersburg, FL 33716	3,175,584(2)	10.4%
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	2,960,874(3)	9.6%
Dimensional Fund Advisors LP Palisades West Building One 6300 Bee Cave Road Austin, TX 78746	2,683,514(4)	8.8%
The Vanguard Group, Inc. 100 Vanguard Boulevard Malvern, PA 19355	1,989,240(5)	6.5%

(1) This information is based solely on the Schedule 13G/A filed with the SEC on February 14, 2014 by FMR LLC and Edward C. Johnson 3d. The shares reported are beneficially owned by Fidelity Management & Research Company (Fidelity), a wholly-owned subsidiary of FMR LLC and a registered investment adviser, as a result of acting as investment adviser to various investment companies. Edward C. Johnson 3d and FMR LLC, through its control of Fidelity, and the funds each has sole power to dispose of the shares owned by the funds. Neither FMR LLC nor Edward C. Johnson 3d, Chairman of FMR LLC, has the sole power to vote or direct the voting of the shares owned directly by the funds, which power resides with the funds' boards of trustees. One investment company, Fidelity Small Cap Discovery Fund, reported ownership of 2,685,000 shares.

(2) This information is based solely on the Schedule 13G/A filed with the SEC on January 16, 2014 by Eagle Asset Management, Inc. (Eagle). Such filing indicates that Eagle has sole voting and dispositive power over all shares reported.

- (3) This information is based solely on the Schedule 13G/A filed with the SEC on February 11, 2014, by BlackRock, Inc., a parent holding company or control person of the following subsidiaries: BlackRock Institutional Trust Company, N.A.; BlackRock Fund Advisors; BlackRock International Limited; BlackRock Investment Management (Australia) Limited; BlackRock Asset Management Canada Limited; BlackRock Asset Management Ireland Limited; BlackRock Advisors (UK) Limited; BlackRock Advisors, LLC; BlackRock Investment Management, LLC; BlackRock Investment Management (UK) Limited; and BlackRock Fund Management Ireland Limited. Such filing indicates that BlackRock, Inc. has sole voting power over 2,857,789 shares and sole dispositive power over all 2,960,874 shares reported.
- (4) This information is based solely on the Schedule 13G/A filed with the SEC on February 10, 2014 by Dimensional Fund Advisors LP (Dimensional). Dimensional reports sole dispositive power over all such shares and sole voting power with respect to 2,621,002 of such shares.

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- (5) This information is based solely on the Schedule 13G/A filed with the SEC on February 12, 2014 by the Vanguard Group, Inc. (Vanguard). Vanguard's wholly-owned subsidiary, Vanguard Fiduciary Trust Company, is an investment manager for collective trust accounts and is the beneficial owner of 47,393 of the shares reported above. Vanguard's wholly-owned subsidiary, Vanguard Investments Australia, Ltd., is an investment manager of Australian investment offerings and is the beneficial owner of 1,855 of the shares reported above. Vanguard reports sole dispositive power over 1,941,847 of such shares and shared dispositive power over 47,393 of such shares.

Security Ownership of Directors and Executive Officers

The following table sets forth information concerning the beneficial ownership of our common stock of each director and director nominee, by each executive officer named in the Summary Compensation Table, and by all directors and executive officers as a group. Beneficial ownership is a concept which takes into account shares as to which the named person has or shares voting and/or investment power, as well as shares that may be acquired within 60 days (such as by exercising vested stock options). Information is provided as of March 14, 2014.

Name	Amount and Nature of Beneficial Ownership(1)	Percent of Class(2)
Daniel I. Booker	35,766	*
Ronald L. Gallatin	30,000	*
Robert M. Hernandez	79,881	*
Dawne S. Hickton	226,146	*
Edith E. Holiday	26,343	*
Jerry Howard	2,664	*
William T. Hull	65,660	*
Mario Longhi	2,664	*
Rokus van Iperen	13,074	*
James L. McCarley	54,677	*
Bryan T. Moss	17,020	*
Patricia A. O'Connell	34,353	*
William F. Strome	60,305	*
James A. Williams	20,205	*
Arthur Winkleblack	881	*
All directors and executive officers as a group (16 persons)	708,254	2.3%