

RTI INTERNATIONAL METALS INC  
Form 8-K  
August 02, 2011  
**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): **July 29, 2011**

**RTI International Metals, Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

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

**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)

**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 (*see* General Instruction A.2. below):

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

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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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**Item 1.01 Entry into a Material Definitive Agreement.**

On July 29, 2011, upon considering a market and peer assessment performed by consulting firm Pay Governance LLC and other factors, the Board of Directors of RTI International Metals, Inc. (the "Company") amended the Company's Board of Directors Compensation Program. The amended program, which was last adjusted in 2006, is effective as of August 1, 2011 and raises the annual retainer for non-employee directors to \$150,000 and the annual retainer for the non-employee Chairman to \$240,000. The annual retainer will continue to be paid half in cash and half in shares of restricted stock under the terms of the Company's 2004 Stock Plan. The additional cash compensation for chairing the Compensation Committee and the Nominating/Corporate Governance Committee has been increased to \$20,000 per year (bringing it in-line with the Audit Committee) and \$10,000 per year, respectively.

**Item 2.02 Results of Operations and Financial Condition.**

On August 2, 2011 the Company issued a press release reporting the financial results of the Company for the quarter ended June 30, 2011. A copy of the press release is attached to this report as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is being furnished pursuant to Item 601 of Regulation S-K and General Instruction B2 to this Form 8-K:

Exhibit No.	Description
99.1	Press release dated August 2, 2011.

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**SIGNATURES**

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: August 2, 2011 By: /s/ William T. Hull  
William T. Hull,  
Senior Vice President and Chief Financial Officer  
  
(principal accounting officer)