

**Report of Organizational Actions  
 Affecting Basis of Securities**

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>Allegheny Technologies Incorporated on behalf of Ladish Co., Inc.</b>		2 Issuer's employer identification number (EIN) <b>25-1792394</b>	
3 Name of contact for additional information <b>Dan Greenfield</b>	4 Telephone No. of contact <b>(412)394-3004</b>	5 Email address of contact <b>Dan.Greenfield@ATImetals.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>1000 Six PPG Place</b>		7 City, town, or post office, state, and Zip code of contact <b>Pittsburgh, Pennsylvania 15222-5479</b>	
8 Date of action <b>May 9, 2011</b>	9 Classification and description <b>Ladish Co., Inc. common stock and Allegheny Technologies Incorporated common stock</b>		
10 CUSIP number <b>See Attachment 1</b>	11 Serial number(s)	12 Ticker symbol <b>See Attachment 2</b>	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On May 9, 2011, Allegheny Technologies Incorporated acquired Ladish Co., Inc. in a merger transaction pursuant to which each outstanding share of Ladish common stock was converted into the right to receive the sum of 0.4556 of a share of Allegheny Technologies common stock and \$24 in cash.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **See Attachment 3**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **See Attachment 4**

**Part II Organizational Action (continued)**

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Internal Revenue Code Sections 354, 356, 358, and 1221

Multiple horizontal lines for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ A shareholder cannot recognize any loss that is realized as a result of the merger.

Multiple horizontal lines for providing information regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ A calendar year taxpayer should report the federal income tax consequences of the merger for its taxable year ending December 31, 2011.

Multiple horizontal lines for providing other necessary information.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶ *Dale G. Reid* Date ▶ 1/13/2012

Print your name ▶ Dale G. Reid Title ▶ Executive VP-Finance & CFO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

**Allegheny Technologies Incorporated**

**Attachment 1 to Form 8937**

**Box 10 – CUSIP Number.**

CUSIP Number of ATI common stock issued in merger – 01741R 10 2

CUSIP Number of Ladish common stock exchanged in merger – 505754 20 0

**Allegheny Technologies Incorporated**

**Attachment 2 to Form 8937**

Box 12 – Ticker Symbol

Ticker symbol of Allegheny Technologies Incorporated on NYSE – “ATI”

Ticker symbol of Ladish Co., Inc. on NASDAQ – “LDSH”

## **Allegheny Technologies Incorporated**

### **Attachment 3 to Form 8937**

#### **Part III, Box 15 – Quantitative Effect of Organizational Action.**

The acquisition by Allegheny Technologies of Ladish pursuant to the merger effected on May 9, 2011 qualified as a reorganization within the meaning of Section 368(a) of the Code. In the merger, a Ladish shareholder generally would recognize gain, but not loss, equal to the lesser of: (1) the amount of cash received by the shareholder in the merger (not including any cash received in lieu of a fractional share of ATI common stock) and (2) the excess, if any, of (a) the sum of the amount of cash received in the merger (not including any cash received in lieu of a fractional share of ATI common stock) plus the fair market value of ATI common stock (including the fair market value of any fractional share) received in the merger; over (b) the tax basis in the Ladish common stock surrendered in the merger.

The aggregate tax basis in the shares of ATI common stock received pursuant to the merger (including any fractional share deemed received and exchanged for cash) will equal the aggregate tax basis in the shares of Ladish common stock surrendered in the merger, decreased by the amount of cash received (excluding any cash received in lieu of a fractional share of ATI common stock), and increased by the amount of gain, if any, recognized (excluding any gain recognized with respect to cash received in lieu of a fractional share).

An example of the calculation of tax basis in the shares of ATI common stock received pursuant to the merger is set forth in Attachment 4 to Form 8937.

**Former Ladish shareholders are urged to consult their tax advisors to determine the federal, state, local and foreign income tax consequences to them resulting from the merger based on their particular circumstances. Former Ladish shareholders also are urged to read the discussion entitled “Material U.S. Federal Income Tax Consequences” included in the Registration Statement filed by ATI with the Securities and Exchange Commission on February 22, 2011, a copy of which is attached to this Form 8937.**

**Allegheny Technologies Incorporated**

**Attachment 4 to Form 8937**

**Part III, Box 16 – Calculation of Basis Change, Market Values and Valuation Dates**

The following examples illustrate the method by which a former Ladish shareholder would calculate his basis in Allegheny Technologies common stock received in the merger. The examples assume that the shareholder is an individual U.S. citizen or resident who acquired his shares of Ladish stock in one block at the same price for cash and holds such shares as capital assets.

The fair market value of each Allegheny Technologies share received in the merger is \$70.44, which is the mean of the high and low selling prices of such stock on May 9, 2011.

The fair market value of Allegheny Technologies stock for purposes of determining the fractional share payment is \$70.82, which is determined in accordance with the provisions of Section 2.2(e) of the Merger Agreement.

**Example 1:**

**Number of shares of Ladish common stock held prior to the merger – 100**

**Tax basis in each Ladish share - \$20**

**Aggregate tax basis in Ladish shares - \$2,000**

**Fair market value of each ATI share received in the merger - \$70.44 (mean of high and low selling prices on May 9, 2011)**

**Fair market value of ATI stock for purposes of determining fractional share payment - \$70.82 (determined pursuant to Section 2.2(e) of the Merger Agreement).**

1.	Cost Basis in Ladish shares: 100 shares x \$20 per share	<u>\$2,000.00</u>
2.	Total Merger Consideration: ATI stock received (45 shares x \$70.44) Value of fractional share (.56 of a share x 70.82) Cash Merger Consideration (100 shares x \$24) Total Consideration	 \$3,169.80 39.66 2,400.00 <u>\$5,609.46</u>
3.	Realized Gain: Total consideration Less: Cost basis in Ladish Shares Realized Gain	 \$5,609.46 2,000.00 <u>\$3,609.46</u>

4.	Recognized Gain: Determined as lesser of Realized Gain and Cash Merger Consideration	<u>\$2,400.00</u>
5.	Tax Basis in ATI Shares Received (and deemed received) in the Merger	
	Basis in Ladish Shares	\$2,000.00
	Less: Cash Merger Consideration	-2,400.00
	Plus: Recognized Gain	2,400.00
	Basis in ATI Shares	<u>\$2,000.00</u>
6.	Taxable Gain on Fractional Share	
	Cash paid in lieu of fractional share (.56 x \$70.82)	\$39.66
	Less: Basis attributable to fractional share (.56/45.56 x \$2,000)	-24.58
	Taxable Gain	<u>\$15.08</u>
7.	Final Adjusted Tax Basis in ATI Shares	
	Basis in shares received (including fractional share)	\$2,000.00
	Less: basis attributable to fractional share	-24.58
	Basis in ATI shares	<u>\$1,975.42</u>
	Per Share Basis	<u>\$43.90</u>

**Example 2:**

**Number of shares of Ladish common stock held prior to the merger – 100**

**Tax basis in each Ladish share - \$50**

**Aggregate tax basis in Ladish shares - \$5,000**

**Fair market value of each ATI share received in the merger - \$70.44 (mean of high and low selling prices on May 9, 2011)**

**Fair market value of ATI stock for purposes of determining fractional share payment - \$70.82 (determined pursuant to Section 2.2(e) of the Merger Agreement).**

1.	Cost Basis in Ladish shares: 100 shares x \$50 per share	<u>\$5,000.00</u>
2.	Total Merger Consideration:	
	ATI stock received (45 shares x \$70.44)	\$3,169.80
	Value of fractional share (.56 of a share x \$70.82)	39.66
	Cash Merger Consideration (100 shares x \$24)	2,400.00
	Total Consideration	<u>\$5,609.46</u>

3.	Realized Gain:	
	Total consideration	\$5,609.46
	Less: Cost basis in Ladish Shares	<u>-5,000.00</u>
	Realized Gain	<u>\$609.46</u>
4.	Recognized Gain:	
	Determined as lesser of Realized Gain and Cash Merger Consideration	<u>\$609.46</u>
5.	Tax Basis in ATI Shares Received (and deemed received) in the Merger	
	Basis in Ladish Shares	\$5,000.00
	Less: Cash Merger Consideration	-2,400.00
	Plus: Recognized Gain	609.46
	Basis in ATI Shares	<u>\$3,209.46</u>
6.	Taxable Gain on Fractional Share	
	Cash paid in lieu of fractional share (.56 x \$70.82)	\$39.66
	Less: Basis attributable to fractional share (.56/45.56 x \$3,209.46)	<u>-39.45</u>
	Taxable Gain	<u>\$0.21</u>
7.	Final Adjusted Tax Basis in ATI Shares	
	Basis in shares received	\$3,209.46
	Less: basis attributable to fractional share	-39.45
	Basis in ATI shares	<u>\$3,170.01</u>
	Per Share Basis	<u>\$70.44</u>



## MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES

The following discussion represents the opinion of K&L Gates LLP, counsel to ATI, and Foley and Lardner LLP, counsel to Ladish (collectively referred to in this discussion as “counsel”), as to the material U.S. federal income tax consequences of the mergers to certain U.S. Holders (as defined below) of Ladish common stock. Counsels’ opinions are subject to the limitations, exceptions, assumptions and conditions set forth in this discussion and in their tax opinions filed as exhibits to the registration statement of which this proxy statement/prospectus forms a part. The discussion below is based upon the best judgment of counsel regarding the application of the provisions of the Code, applicable Treasury regulations, rulings, administrative pronouncements and judicial decisions as of the date hereof, all of which are subject to change or differing interpretations at any time with possible retroactive effect. We have not sought any rulings from the Internal Revenue Service (the “IRS”) with respect to the statements and conclusions reached in this summary. No assurance can be given that the IRS will agree with the views expressed in this summary, or that a court will not sustain any challenge by the IRS in the event of litigation.

This discussion addresses only those Ladish shareholders that hold their Ladish common stock as a capital asset (generally, property held for investment) within the meaning of Section 1221 of the Code. This discussion does not include any description of the tax laws of any state, local or non-U.S. government that may be applicable to a particular holder, does not consider any aspects of U.S. federal tax law other than income taxation and does not address all the U.S. federal income tax consequences that may be relevant to particular Ladish shareholders in light of their individual circumstances or to Ladish shareholders that are subject to special rules, such as:

- financial institutions or financial services entities;
- entities treated as partnerships or other pass-through entities for U.S. federal income tax purposes or holders of Ladish common stock that hold their shares through entities treated as partnerships or other pass-through entities for U.S. federal income tax purposes;
- insurance companies, banks, thrifts, and other financial institutions;
- tax-exempt organizations;
- qualified retirement plans;
- individual retirement accounts;
- brokers or dealers in securities or currencies;
- traders in securities that elect to use a mark-to-market method of accounting;
- corporations subject to Section 7874 of the Code;
- persons that hold Ladish common stock as part of a straddle, hedge, constructive sale or conversion transaction;
- regulated investment companies;
- real estate investment trusts;
- persons whose “functional currency” is not the U.S. dollar;
- non-U.S. Holders;
- expatriates and certain former citizens or residents of the United States; and
- shareholders who acquired their shares of Ladish common stock through the exercise of an employee stock option, the settlement of a restricted stock unit, or otherwise as compensation.

Determining the actual tax consequences of the mergers to you may be complex. They will depend on your specific situation and on factors that are not within ATI’s and Ladish’s control. **ATI and Ladish urge you to consult your own tax advisor concerning your particular U.S. federal, state, local and non-U.S. tax consequences of the mergers.**

For purposes of this discussion, the term "U.S. Holder" is used to mean a beneficial owner of Ladish common stock that is, for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation, or other business entity treated as a corporation for U.S. federal income tax purposes, created or organized under the laws of the United States or any state or any of its political subdivisions;
- a trust that (1) is subject to the primary supervision of a court within the United States over its administration and one or more U.S. persons have the authority to control all of the substantial decisions of that trust, or (2) validly elected to be treated as a United States person for U.S. federal income tax purposes; or
- an estate the income of which is subject to U.S. federal income tax on its income regardless of its source.

Based on certain representations, covenants, and assumptions described below, all of which must continue to be true and accurate in all respects as of the effective time of the mergers, it is the opinion of counsel for each of ATI and Ladish as of the date of this proxy statement/prospectus that the merger of LPAD with and into Ladish and the merger of Ladish with and into PADL, together, will qualify as a reorganization within the meaning of Section 368(a) of the Code.

It is a condition to the completion of the mergers that the board of directors of Ladish receive a written opinion of Foley & Lardner LLP, counsel to Ladish, dated as of the closing date of the mergers, to the effect that the merger of LPAD with and into Ladish and the merger of Ladish with and into PADL will be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code. In addition, it is a condition to the completion of the mergers that ATI receive a written opinion of K&L Gates LLP, counsel to ATI, dated as of the closing date of the mergers, to the effect that the merger of LPAD with and into Ladish and the merger of Ladish with and into PADL will be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code. In rendering their opinions as of the date of this proxy statement/prospectus, counsel have relied, and will each rely for its opinion dated as of the closing date, on (1) representations and covenants made by Ladish and ATI delivered on the date hereof and to be delivered on the closing date, including those contained in certificates of officers of Ladish and ATI, and (2) specified assumptions, including an assumption that the statements and facts concerning the mergers set forth in the merger agreement are true and accurate in all respects, and an assumption that the mergers will be completed in the manner contemplated by the merger agreement. In addition, in rendering their opinions, counsel have assumed, and counsels' ability to provide the opinions dated as of the closing date will depend on, the absence of changes in existing facts and in law between the date of this proxy statement/prospectus and the closing date of the mergers. If any representation, covenant, or assumption is or becomes inaccurate, or if there is a change in law, counsel may not be able to provide the required opinion dated as of the closing date and/or the tax consequences of the mergers could differ from those described below.

An opinion of counsel is not binding on the IRS or any court. Accordingly, there can be no assurance that the IRS will not disagree with or challenge any of the conclusions described herein.

Based on counsels' opinions, the material U.S. federal income tax consequences of the merger are as follows:

#### **Material U.S. Federal Income Tax Consequences to U.S. Holders of Ladish Stock**

*Gain or Loss on the Mergers.* You will recognize gain, but not loss, equal to the lesser of: (1) the amount of cash you receive in the merger (not including any cash received in lieu of a fractional share of ATI common stock) and (2) the excess, if any, of (a) the sum of the amount of the cash you receive in the merger (not including any cash received in lieu of a fractional share of ATI common stock) plus the fair market value of ATI stock (including the fair market value of any fractional share) you receive in the merger, determined as of the closing date of the mergers, over (b) your tax basis in the Ladish common stock surrendered in the merger. If you acquired different blocks of Ladish common stock at different times or at different prices, you should consult your tax advisor regarding the manner in which gain or loss should be determined.

Any gain recognized will be capital gain, and such capital gain will constitute long-term capital gain if you held your Ladish shares for more than one year as of the closing date of the mergers. In some cases, if you actually or constructively own ATI shares of common stock other than the ATI shares received in the merger, the recognized

gain may be treated as having the effect of the distribution of a dividend. See “— Possible Treatment of Cash as Dividend” below.

**Tax Basis and Holding Period.** The aggregate tax basis in the shares of ATI common stock received pursuant to the merger (including any fractional share deemed received and exchanged for cash) will equal the aggregate tax basis in the shares of Ladish common stock surrendered in the merger, decreased by the amount of cash received (excluding any cash received in lieu of a fractional share of ATI common stock), and increased by the amount of gain, if any, recognized (excluding any gain recognized with respect to cash received in lieu of a fractional share of ATI common stock or any amount treated as a dividend). The holding period of the ATI common stock received in the merger (including any fractional share deemed received and exchanged for cash) will include the holding period of the shares of Ladish common stock surrendered in the merger. If you have differing tax bases and/or holding periods with respect to the Ladish common stock exchanged, you should consult with a tax advisor in order to identify the tax bases and/or holding periods of the ATI common stock received pursuant to the merger.

**Cash in Lieu of a Fractional Share.** If you receive cash in lieu of a fractional share of ATI common stock, you will be treated as having received such fractional share in the merger, and then as having sold such fractional share for cash to ATI. The amount of any gain or loss recognized as a result of such sale will be equal to the difference between the cash received in lieu of such fractional share and the ratable portion of the tax basis of Ladish common stock exchanged in the merger that is allocated to such fractional share, and will constitute long-term capital gain or loss if the shares of Ladish common stock exchanged have been held by you for more than one year at the time of the exchange.

**Possible Treatment of Cash as Dividend.** There are certain circumstances in which all or part of the cash received by you will be treated as a dividend rather than as capital gain. In general, the determination of whether the gain recognized on the merger or on the sale of a fractional share will be treated as capital gain or dividend income depends upon whether and to what extent the exchange in the merger reduces your deemed percentage share ownership interest in ATI. For purposes of this determination, you will be treated as if you first exchanged all of your Ladish common stock solely for ATI common stock and then ATI immediately redeemed a portion of those shares in exchange for the cash that you actually received. In determining whether the receipt of cash has the effect of a distribution of a dividend, the constructive ownership rules of Section 318(a) of the Code must be taken into account. The IRS has indicated in a published ruling that any reduction in the interest of a minority stockholder that owns a small number of shares in a publicly and widely-held corporation and that exercises no control over corporate affairs will result in capital gain as opposed to dividend treatment. You are urged to consult your tax advisors about the possibility that all or a portion of the cash received in exchange for Ladish common stock will be treated as a dividend, based on your specific circumstances (e.g., holders that are corporations should consult their tax advisors regarding the potential applicability of the “extraordinary dividend” provisions of the Code).

**Federal Income Tax Consequences if the Mergers Do Not Qualify as a Reorganization.** If the mergers fail to qualify as a reorganization, the merger will be a fully taxable transaction to you. In such case, you will recognize gain or loss measured by the difference between the total consideration received in the merger and your tax basis in the shares of Ladish common stock surrendered in the merger. The aggregate tax basis in the shares of ATI common stock received pursuant to the merger will be equal to the fair market value of such ATI common stock as of the closing date of the merger. The holding period of such shares of ATI common stock will begin on the date immediately following the closing date of the merger.

**Reporting Requirements.** Ladish shareholders receiving shares of ATI common stock in the merger must file a statement with their U.S. federal income tax returns setting forth their tax basis in the Ladish common stock exchanged in the merger and the fair market value of the ATI common stock and the amount of cash received in the merger. In addition, holders will be required to retain permanent records of these facts relating to the merger.

#### **Material Tax Consequences of the Mergers to ATI, ATI Stockholders and Ladish**

Neither ATI, ATI's stockholders (who are not also Ladish shareholders) nor Ladish will recognize any gain or loss as a result of the mergers.

### **Information Reporting and Backup Withholding**

Certain U.S. Holders may be subject to information reporting with respect to the cash received in exchange for shares of Ladish common stock. U.S. Holders who are subject to information reporting and who do not provide appropriate information when requested may also be subject to backup withholding (currently at a rate of 28%) with respect to cash received in the merger (including in exchange for fractional shares of ATI common stock). Backup withholding will not apply, however, to a U.S. Holder that (1) furnishes a correct taxpayer identification number and (as applicable) certifies under penalties of perjury (a) that the taxpayer identification number is correct and (b) that such U.S. Holder is not subject to backup withholding due to notified payee underreporting (such certification can be made on the Form W-9 or substitute Form W-9 or successor form included in the letter of transmittal that will be sent to Ladish shareholders following the consummation of the merger), or (2) is otherwise exempt from backup withholding, and when required, establishes its exemption.

In addition to being subject to backup withholding, if you do not provide ATI (or the exchange agent) with your correct taxpayer identification number, you may be subject to penalties imposed by the IRS.

Backup withholding is not an additional tax, and any amount withheld under the backup withholding rules is not refundable by ATI (or the exchange agent) but may be credited against such a U.S. Holder's federal income tax liability. If backup withholding results in an overpayment of U.S. federal income taxes, a refund may be obtained from the IRS, provided that the required information is properly furnished in a timely manner to the IRS.

**This discussion of material U.S. federal income tax consequences of the mergers set forth above does not address tax consequences that may vary with, or are contingent on, individual circumstances. Moreover, the summary does not address any non-U.S. federal income tax or any foreign, state, local, or other tax consequences of the mergers. Accordingly, Ladish shareholders are urged to consult their own tax advisors to determine the particular federal, state, local or foreign income, reporting or other tax consequences of the mergers to that shareholder.**