





Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On March 12, 2019, Courtney Mather resigned from the Board of Directors (“Board”) of Freeport-McMoRan Inc. (the “Company”). Mr. Mather was originally appointed to the Board pursuant to the Nomination and Standstill Agreement dated October 7, 2015 (the “Agreement”), by and among the Company and Carl C. Icahn, High River Limited Partnership, Hopper Investments LLC, Barberry Corp., Icahn Partners Master Fund LP, Icahn Offshore LP, Icahn Partners LP, Icahn Onshore LP, Icahn Capital LP, IPH GP LLC, Icahn Enterprises Holdings L.P., Icahn Enterprises G.P. Inc., Beckton Corp., Andrew Langham and Courtney Mather (collectively, the “Icahn Group”). The resignation was tendered in accordance with the terms of the Agreement following a decrease in the Icahn Group’s share ownership and did not involve any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. The Icahn Group no longer has any designees on the Company’s Board.

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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 hereunto duly authorized.

Freeport-McMoRan Inc.

By: /s/ Kathleen L. Quirk

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Kathleen L. Quirk  
Executive Vice President & Chief Financial Officer  
(authorized signatory and Principal Financial Officer)

Date: March 13, 2019

