

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: April 27, 2018

Martin Marietta Materials, Inc.

(Exact name of registrant as specified in its charter)

North Carolina
(State or other jurisdiction of
incorporation)

1-12744
(Commission File Number)

56-1848578
(IRS Employer
Identification No.)

2710 Wycliff Road
Raleigh, NC 27607
(Address of Principal Executive Office) (Zip Code)

(919) 781-4550
(Registrant's telephone number, including area code)

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)
- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01 Completion of Acquisition or Disposition of Assets

On April 27, 2018, pursuant to the Securities Purchase Agreement, dated as of June 23, 2017 (as amended or supplemented, the “Purchase Agreement”), by and among (i) Martin Marietta Materials, Inc., a North Carolina corporation (“Martin Marietta”), (ii) LG Panadero, L.P., a Delaware limited partnership, (iii) Blue Water Panadero Investors II, LLC, a Delaware limited liability company, (iv) certain other sellers party thereto (collectively, the “Sellers”), (v) Panadero Corp., a Delaware corporation (“Panadero Corp”), and (vi) Panadero Aggregates Holdings, LLC, a Delaware limited liability company (“Panadero Aggregates”; and together with Panadero Corp, the “Companies”), Martin Marietta acquired 100% of the outstanding equity of the Companies for \$1.625 billion in cash, on a cash-free, debt-free basis, subject to customary post-closing adjustments (the “Transaction”).

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the Purchase Agreement, a copy of which was attached as Exhibit 2.1 to Martin Marietta’s Current Report on Form 8-K filed with the Securities and Exchange Commission (the “Commission”) on June 26, 2017, and is incorporated herein by reference.

Item 8.01 Other Events

On April 30, 2018, Martin Marietta issued a press release announcing that the Transaction had been completed. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<u>2.1</u>	<u>Securities Purchase Agreement, dated as of June 23, 2017, by and among Martin Marietta Materials, Inc., LG Panadero, L.P., Bluewater Panadero Investors II, LLC, other sellers party thereto, Panadero Corp. and Panadero Aggregates Holdings, LLC (incorporated by reference to Exhibit 2.1 of Martin Marietta’s Current Report on Form 8-K filed on June 26, 2017)*</u>
<u>99.1</u>	<u>Press Release dated April 30, 2018, announcing completion of the Transaction</u>

*Schedules and exhibits to the Purchase Agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Martin Marietta hereby undertakes to furnish copies of any of the omitted schedules and exhibits upon request by the Securities and Exchange Commission.

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.

MARTIN MARIETTA MATERIALS, INC.

Date: April 30, 2018

By: /s/ Roselyn R. Bar
Roselyn R. Bar
Executive Vice President, General Counsel and
Corporate Secretary



MARTIN MARIETTA COMPLETES ACQUISITION OF BLUEGRASS MATERIALS

Strengthens Aggregates-Led Position in Strategic, High-Growth Regions

RALEIGH, N.C. (April 30, 2018) – Martin Marietta Materials, Inc. (NYSE: MLM) today announced that it successfully completed its previously announced acquisition of Bluegrass Materials Company, the largest privately-held, pure-play aggregates company in the United States, for \$1.625 billion in cash. The transaction, which closed on April 27, 2018, provides a portfolio of more than 125 years of strategically-located, high-quality reserves across Georgia, South Carolina, Maryland, Kentucky and Tennessee.

Ward Nye, Chairman, President and CEO of Martin Marietta, stated, “We are pleased to complete the Bluegrass acquisition and welcome a talented group of new employees to the Martin Marietta team. The acquisition, wholly consistent with our long-term strategic growth plan, enhances our aggregates-led position in high-growth southeastern and Mid-Atlantic regions and expands our product offerings to both new and existing customers. Bluegrass’ strategic assets and impressive cost profile, combined with the depth and excellence of its personnel, strengthen our ability to deliver significant value for shareholders, customers and employees.”

Martin Marietta also announced that it has reached an agreement with the U.S. Department of Justice (DOJ), which has been submitted to the United States District Court for the District of Columbia as a proposed court order. The agreement, embodied in the proposed order, resolves all competition issues with respect to the acquisition. Under the terms of the agreement with the DOJ, Martin Marietta divested its Forsyth aggregates quarry north of Atlanta, Georgia, and will divest Bluegrass’ Beaver Creek aggregates quarry in western Maryland.

Martin Marietta expects to realize annual synergies of approximately \$15 million within twelve months of the transaction’s close date. Excluding acquisition-related expenses, the acquisition is also expected to be accretive to earnings per share and cash flow within the first full year of ownership. Integration of the acquired business is underway and proceeding as planned.

Additional Information

Martin Marietta will provide additional information about the Bluegrass acquisition on its first quarter 2018 earnings conference call and online web simulcast on May 8, 2018 at 11:00 AM Eastern Time. For those investors without online web access, the first quarter 2018 earnings conference call may also be accessed by calling (970) 315-0423, confirmation number 5287057.

Forward Looking Statements

This release contains statements which, to the extent they are not recitations of historical fact, constitute forward-looking statements within the meaning of federal securities law. Investors are cautioned that all forward-looking statements involve risks and uncertainties, and are based on assumptions that we believe in good faith are reasonable at the time the statements are made, but which may be materially different from actual results. Investors can identify these statements by the fact that they do not relate only to historic or current facts. The words “may”, “will”, “could”, “should”, “anticipate”, “believe”, “estimate”, “expect”, “forecast”, “intend”, “outlook”, “plan”, “project”, “scheduled” and similar expressions in connection with future events or future operating or financial performance are intended to identify forward-looking statements. Any or all of Martin Marietta’s forward-looking statements in this release may turn out to be wrong.

Statements and assumptions on future revenues, income and cash flows, performance, economic trends, the outcome of litigation, regulatory compliance and environmental remediation cost estimates are examples of forward-looking statements. Numerous factors could affect our forward-looking statements and actual performance. In addition, other risks and uncertainties not presently known to us or that we currently consider immaterial could affect the accuracy of our forward-looking statements.

Except as required by law, we undertake no obligation to update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this release.

You should consider these forward-looking statements in light of risk factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2017, our Current Report on Form 8-K filed on March 16, 2018 and other periodic filings made with the SEC. All of our forward-looking statements should be considered in light of these factors. In addition, other risks and uncertainties not presently known to us or that we consider immaterial could affect the accuracy of our forward-looking statements.

About Martin Marietta

Martin Marietta, a member of the S&P 500 Index, is an American-based company and a leading supplier of building materials, including aggregates, cement, ready mixed concrete, and asphalt. Through a network of operations spanning 27 states, Canada and The Bahamas, dedicated Martin Marietta teams supply the resources necessary for building the solid foundations on which our communities thrive. Martin Marietta's Magnesia Specialties business provides a full range of magnesium oxide, magnesium hydroxide and dolomitic lime products. For more information, visit www.martinmarietta.com or www.magnesiaspecialties.com.

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