
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 (Date of earliest event reported): November 19, 2014

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, North Carolina
(Address of Principal Executive Offices)

27607
(Zip Code)

(919) 781-4550
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(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:

- 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))
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ITEM 8.01 OTHER EVENTS

On November 19, 2014, Martin Marietta Materials, Inc. issued a press release announcing the commencement of an offer to exchange all of its floating rate senior notes due 2017 and 4.250% senior notes due 2024 for notes with terms that are substantially identical to the terms of the corresponding series of outstanding notes but which notes are registered under the Securities Act of 1933, as amended. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 19, 2014

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.

(Registrant)

Date: November 19, 2014

By: /s/ Roselyn R. Bar

Name: Roselyn R. Bar

Title: Senior Vice President, General Counsel and
Corporate Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 19, 2014



FOR IMMEDIATE RELEASE

*Contact: Anne H. Lloyd
Executive Vice President and
Chief Financial Officer
(919) 783-4660
www.martinmarietta.com*

Martin Marietta Materials, Inc. Commences Registered Exchange Offers for its Floating Rate Senior Notes due 2017 and 4.250% Senior Notes due 2024

RALEIGH, NORTH CAROLINA – November 19, 2014 – Martin Marietta Materials, Inc. ("Martin Marietta") (NYSE: MLM) today announced offers (collectively the "exchange offers") to exchange all of its outstanding Floating Rate Senior Notes due 2017 (the "Original 2017 Notes") for its Floating Rate Senior Notes due 2017, which are registered under the Securities Act of 1933, as amended (the "Securities Act") (the "Exchange 2017 Notes"), and all of its outstanding 4.250% Senior Notes due 2024 (the "Original 2024 Notes" and, together with the Original 2017 Notes, the "Original Notes") for its 4.250% Senior Notes due 2024, which are registered under the Securities Act (the "Exchange 2024 Notes" and, together with the Exchange 2017 Notes, the "Exchange Notes").

The exchange offers will expire at 5:00 p.m., New York City time, on December 19, 2014, subject to Martin Marietta's right to extend the expiration date for any exchange offer. Original Notes that are tendered may be withdrawn at any time prior to the expiration date. The terms of the Exchange Notes are substantially identical to the terms of the corresponding series of the Original Notes, except that the Exchange Notes are registered under the Securities Act and the transfer restrictions, registration rights and payment of additional interest in case of non-registration applicable to the Original Notes do not apply to the Exchange Notes.

The terms of the exchange offers and other information relating to Martin Marietta are set forth in the prospectus dated November 19, 2014 (the "Prospectus") and the related letter of transmittal. Holders of the Original Notes may obtain the Prospectus and related letter of transmittal through Regions Bank, which is serving as the exchange agent in connection with the exchange offers. Regions Bank's address, telephone number and facsimile number are as follows:

Regions Bank
10245 Centurion Parkway
Jacksonville, FL 32256
Attention: Janet Ricardo
Reference: Martin Marietta
Telephone number: (904) 998-4982
Facsimile number: (205) 261-7940

About Martin Marietta Materials, Inc.

Martin Marietta, an American company and a member of the S&P 500 Index, is a leading supplier of aggregates and heavy building materials, with operations spanning 32 states, Canada and the Caribbean. Dedicated teams at Martin Marietta supply the resources for the roads, sidewalks and foundations on which we live. 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.

Cautionary Statements Regarding Forward-Looking Statements

Investors are cautioned that all statements in this communication that relate to the future involve risks and uncertainties, and are based on assumptions that Martin Marietta believes in good faith are reasonable but which may be materially different from actual results. Forward-looking statements give the investor management's expectations or forecasts of future events. You can identify these statements by the fact that they do not relate only to historical or current facts. These statements are often, but not always, made through the use of words or phrases such as "anticipate," "expect," "should be," "believe," "will", and other words of similar meaning in connection with future events or future operating or financial performance. Any or all such forward-looking statements made here and in other publications may turn out to be wrong. Among the key factors that could cause actual results to differ materially from the forward-looking statements in this communication include, but are not limited to: Congress' actions and timing surrounding federal highway funding and uncertainty over the funding mechanism for the Highway Trust Fund; the performance of the United States economy and the resolution and impact of the debt ceiling and sequestration issues; widespread decline in aggregates pricing; the cyclical nature of both cement and ready mixed concrete, which are subject to significant changes in supply, demand and price; the termination, capping and/or reduction of the federal and/or state gasoline tax(es) or other revenue related to infrastructure construction; the level and timing of federal and state transportation funding, most particularly in Texas, North Carolina, Iowa, Colorado and Georgia; the ability of states and/or other entities to finance approved projects either with tax revenues or alternative financing structures; levels of construction spending in the markets Martin Marietta serves; a reduction in defense spending, and the subsequent impact on construction activity on or near military bases; a decline in the commercial component of the nonresidential construction market, notably office and retail space; a slowdown in energy-related drilling activity, particularly in Texas; a slowdown in residential construction recovery; a reduction in construction activity and related shipments due to a decline in funding under the domestic farm bill; unfavorable weather conditions, particularly Atlantic Ocean hurricane activity, the late start to spring or the early onset of winter and the impact of a drought or excessive rainfall in the markets served by Martin Marietta; the volatility of fuel costs, particularly diesel fuel, and the impact on the cost of other consumables, namely steel, explosives, tires and conveyor belts, and with respect to the Specialty Products business, natural gas; continued increases in the cost of other repair and supply parts; unexpected equipment failures, unscheduled maintenance, industrial accident or other prolonged and/or significant disruption to Martin Marietta's cement production facilities; increasing governmental regulation, including environmental laws; transportation availability, notably the availability of railcars and locomotive power to move trains to supply the Texas, Florida and Gulf Coast markets; increased transportation costs, including increases from higher passed-through energy and other costs to comply with tightening regulations as well as higher volumes of rail and water shipments; availability of trucks and licensed drivers for transport of Martin Marietta's materials, particularly in areas with significant energy-related activity, such as Texas and Colorado; availability and cost of construction equipment in the United States; weakening in the steel industry markets served by Martin Marietta's dolomitic lime products; proper functioning of Martin Marietta's information technology and automated operating systems to manage or support Martin Marietta's operations; inflation and its effect on both production and interest costs; ability to successfully integrate acquisitions quickly and in a cost-effective manner and achieve anticipated profitability to maintain compliance with our credit facility's leverage ratio debt covenant; changes in tax laws, the interpretation of such laws and/or administrative practices that would increase Martin Marietta's tax rate; violation of Martin Marietta's debt covenant if price and/or volumes return to previous levels of instability; downward pressure on Martin Marietta's common stock price and its impact on goodwill impairment evaluations; reduction of Martin Marietta's credit rating to non-investment grade resulting from strategic acquisitions or otherwise; and other risk factors listed from time to time in Martin Marietta's filings with the SEC. Other factors besides those listed here may also adversely affect Martin Marietta, and may be material to Martin Marietta. Martin Marietta assumes no obligation to update any such forward-looking statements.

Non-Solicitation

This communication shall not constitute an offer to exchange nor a solicitation of an offer to exchange the Original Notes. The exchange offers are being made only pursuant to the Prospectus and the related letter of transmittal and only to such persons and in such jurisdictions as is permitted under applicable law.