
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): June 30, 2014

Martin Marietta Materials, Inc.

(Exact name of registrant as specified in charter)

North Carolina
(State or Other Jurisdiction of Incorporation)

1-12744
(Commission File No.)

56-1848578
(I.R.S. 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 (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))
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Item 2.01 Completion of Acquisition or Disposition of Assets

On July 1, 2014, pursuant to the Agreement and Plan of Merger, dated as of January 27, 2014 (the "Merger Agreement"), by and among Martin Marietta Materials, Inc. ("Martin Marietta"), Texas Industries, Inc. ("TXI") and Project Holdings, Inc., a wholly owned subsidiary of Martin Marietta ("Merger Sub"), Merger Sub merged with and into TXI (the "Merger"), with TXI surviving the Merger as a wholly owned subsidiary of Martin Marietta. The effective time of the Merger was 11:59 p.m. (Eastern time) on July 1, 2014.

Pursuant to the Merger Agreement, at the effective time of the Merger, each outstanding share of TXI common stock (other than shares owned by TXI, Martin Marietta or Merger Sub) was automatically converted into the right to receive 0.70 of a fully paid and nonassessable share of Martin Marietta common stock, with cash paid in lieu of any fractional shares. As a result of the Merger, Martin Marietta will issue approximately 20.3 million shares of common stock. TXI stock options and other equity awards generally converted upon consummation of the Merger into stock options and equity awards with respect to Martin Marietta common stock, after giving effect to the 0.70 exchange ratio.

Upon the closing of the Merger, the shares of TXI common stock, which previously traded under the ticker symbol "TXI" on the New York Stock Exchange (the "NYSE"), have ceased trading on, and were delisted from, the NYSE.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger 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 January 30, 2014, and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

On June 30, 2014, Martin Marietta held a special meeting of shareholders (the "Special Meeting") in connection with the Merger Agreement. The proposal submitted to Martin Marietta shareholders at the Special Meeting was the approval of the issuance of shares of Martin Marietta common stock to TXI stockholders in connection with the Merger as contemplated by the Merger Agreement (the "Share Issuance Proposal").

The Share Issuance Proposal is described in detail in Martin Marietta's definitive proxy statement, which was filed with the Commission on May 30, 2014.

The voting results for the Share Issuance Proposal, including the number of votes cast for, against or withheld, and the number of abstentions and non-votes are set forth below. The shareholders voted to approve the Share Issuance Proposal. In connection with the Special Meeting, Martin Marietta also solicited proxies with respect to the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies. As there were sufficient votes from Martin Marietta shareholders to approve the Share Issuance Proposal, adjournment of the Special Meeting to solicit additional proxies was unnecessary and the adjournment proposal was not submitted to Martin Marietta shareholders for approval at the Special Meeting.

Share Issuance Proposal

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Non-Votes</u>
40,057,172	27,074	726,019	0

Item 8.01 Other Events

On June 30, 2014, Martin Marietta issued a press release announcing the Special Meeting voting results. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. On July 2, 2014, Martin Marietta issued a press release announcing that the Merger had been completed. A copy of this press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

Martin Marietta intends to file the financial statements of TXI required by Item 9.01(a) as part of an amendment to this Current Report on Form 8-K or otherwise not later than 71 calendar days after the date this Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information

Martin Marietta intends to file the pro forma financial information required by Item 9.01(b) as part of an amendment to this Current Report on Form 8-K or otherwise not later than 71 calendar days after the date this Current Report on Form 8-K is required to be filed.

(d) Exhibits

Exhibit No. Description

2.1	Agreement and Plan of Merger, dated as of January 27, 2014, among Martin Marietta Materials, Inc., Texas Industries, Inc and Project Holdings, Inc. (incorporated by reference to Exhibit 2.1 of Martin Marietta's Current Report on Form 8-K filed on January 30, 2014)
99.1	Press release dated June 30, 2014, announcing the Special Meeting voting results
99.2	Press release dated July 2, 2014, announcing completion of the Merger

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: July 2, 2014

By: /s/ Roselyn R. Bar

Name: Roselyn R. Bar

Title: Senior Vice President, General Counsel
And Corporate Secretary

EXHIBIT INDEX

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Martin Marietta Materials



FOR IMMEDIATE RELEASE

Contact: Anne H. Lloyd
Executive Vice President and Chief
Financial Officer
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www.martinmarietta.com

Martin Marietta Materials Shareholders and Texas Industries Stockholders Approve Merger

Transaction Expected to Close Promptly

RALEIGH, NORTH CAROLINA, and DALLAS, TEXAS – June 30, 2014 – Martin Marietta Materials, Inc. (NYSE: MLM) and Texas Industries, Inc. (NYSE: TXI) today announced that shareholders from both Martin Marietta and Texas Industries overwhelmingly approved the proposed combination of the two companies at their respective special meetings held earlier today.

The results indicate that more than 99% of the shares voting at the Texas Industries special meeting voted in favor of the proposal to adopt the merger agreement and more than 98% of the shares voting at the Martin Marietta special meeting voted in favor of the proposal to approve the issuance of Martin Marietta common stock to Texas Industries stockholders.

As previously announced on January 28, 2014, the Boards of Directors of both Martin Marietta and Texas Industries approved an agreement under which the companies will combine, with Texas Industries becoming a wholly-owned subsidiary of Martin Marietta in a tax-free, stock-for-stock transaction. Upon the consummation of the merger, Texas Industries stockholders will have the right to receive 0.70 shares of Martin Marietta common stock for each share of Texas Industries common stock, with cash paid in lieu of fractional shares.

Martin Marietta and Texas Industries have now received all necessary approvals and expect the transaction to close promptly.

Martin Marietta Materials is the nation's second largest producer of construction aggregates and a producer of magnesia-based chemicals and dolomitic lime. For more information about Martin Marietta Materials, refer to the Corporation's website at www.martinmarietta.com.

Texas Industries is the largest producer of cement in Texas and major cement producer in California. Texas Industries is also a major supplier of construction aggregate, ready-mix concrete and concrete products. For more information about Texas Industries, refer to the Corporation's website at www.txi.com.

Cautionary Statements Regarding Forward-Looking Statements

Certain statements in this communication regarding the proposed acquisition of Texas Industries ("TXI") by Martin Marietta, the expected timetable for completing the transaction, benefits and synergies of the transaction, future opportunities for the combined company and products and any other statements regarding Martin Marietta's and TXI's future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance that are not historical facts are "forward-looking" statements made within the meaning of Section 21E of the Securities Exchange Act of 1934. These statements are often, but not always, made through the use of words or phrases such as "may", "believe," "anticipate," "could", "should," "intend," "plan," "will," "expect(s)," "estimate(s)," "project(s)," "forecast(s)", "positioned," "strategy," "outlook" and similar expressions. All such forward-looking statements involve estimates and assumptions that are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the results expressed in the statements. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking statements are the following: the parties' ability to consummate the transaction; the conditions to the completion of the transaction; the parties' ability to meet expectations regarding the timing, completion and accounting and tax treatments of the transaction; the possibility that the parties may be unable to achieve expected synergies and operating efficiencies in connection with the transaction within the expected time-frames or at all and to successfully integrate TXI's operations into those of Martin Marietta; the integration of TXI's operations into those of Martin Marietta being more difficult, time-consuming or costly than expected; operating costs, customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers) being greater than expected following the transaction; the retention of certain key employees of TXI being difficult; Martin Marietta's and TXI's ability to adapt its services to changes in technology or the marketplace; Martin Marietta's and TXI's ability to maintain and grow its relationship with its customers; levels of construction spending in the markets; a decline in the commercial component of the nonresidential construction market and the subsequent impact on construction activity; a slowdown in residential construction recovery; unfavorable weather conditions; a widespread decline in aggregates pricing; changes in the cost of raw materials, fuel and energy and the availability and cost of construction equipment in the United States; the timing and amount of federal, state and local transportation and infrastructure funding; the ability of states and/or other entities to finance approved projects either with tax revenues or alternative financing structures; and changes to and the impact of the laws, rules and regulations (including environmental laws, rules and regulations) that regulate Martin Marietta's and TXI's operations. Additional information concerning these and other factors can be found in Martin Marietta's and TXI's filings with the Securities and Exchange Commission (the "SEC"), including Martin Marietta's and TXI's most recent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. These risks, as well as other risks associated with Martin Marietta's proposed acquisition of TXI are also more fully discussed in the definitive joint proxy statement/prospectus included in the Registration Statement on Form S-4 that Martin Marietta filed with the SEC on Form 424B3 and Schedule 14A, respectively, on May 30, 2014 in connection with the proposed acquisition. Martin Marietta and TXI assume no obligation to update or revise publicly the information in this communication, whether as a result of new information, future events or otherwise, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

Martin Marietta Materials



FOR IMMEDIATE RELEASE

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

Martin Marietta Materials Completes Texas Industries Acquisition

Transaction Creates Market Leading Supplier of Aggregates and Heavy Building Materials

RALEIGH, NORTH CAROLINA– July 2, 2014 – Martin Marietta Materials, Inc. (NYSE: MLM) today announced that it has completed its acquisition of Texas Industries, Inc. (NYSE: TXI), creating a market leading supplier of aggregates and heavy building materials. The transaction enhances Martin Marietta's position as an aggregates-led, low cost operator in the perennially largest and fastest growing geographies in the United States. With a leading U.S. aggregates position, the acquisition provides complementary, high quality assets in cement and ready mix concrete, augmented by the company's best-in-class long-haul transportation network. The transaction was overwhelmingly approved by shareholders of both companies at their respective special meetings on June 30, 2014. Based on the closing price of Martin Marietta stock on July 1, 2014, the combined company has a market capitalization of approximately \$8.8 billion.

Ward Nye, Martin Marietta's Chairman, President and Chief Executive Officer said, "We are excited to move forward as one company that is even better positioned to deliver increased value to shareholders, customers and employees. Uniting our complementary assets and leveraging our expanded geographic footprint provides Martin Marietta with an expanded platform for growth. In particular, Martin Marietta will benefit from greater exposure to the expanding cement markets in Texas and California - two of the largest and fastest growing markets for construction materials in the United States. I look forward to continuing to work closely with our team and all of our employees, including our new team members from TXI, to ensure a seamless transition as we continue to deliver superior product offerings and service to customers."

Martin Marietta is well-positioned for long-term growth, with a network of more than 400 facilities spanning 36 states, Canada, and the Caribbean Islands. The company is a leading aggregates producer, and the increased scale and geographic and product diversity resulting from the transaction provides a broader set of opportunities for growth. In addition, select vertical integration is expected to reduce distribution and transportation costs, diversify end-markets and drive other value enhancing efficiencies. The company has an outstanding asset base to deliver superior product offerings and service to customers.

Financial Benefits of the Transaction

Martin Marietta continues to expect that the combination will generate approximately \$70 million of annual pre-tax synergies by calendar year 2017, which would correspond to more than \$500 million of total value creation for shareholders. Integration of the acquired business is underway and proceeding as planned. The company anticipates the transition to its target operating model to be completed by the end of the year. The combination is expected to be both accretive to Martin Marietta's earnings per share in 2014, excluding one-time costs; and cash flow accretive in the first full year following integration.

In addition, Martin Marietta continues to expect to utilize Texas Industries' more than \$400 million in existing NOLs over the next few years. The company also believes that there is an opportunity to realize incremental value from the expected divestiture of identified non-operating real estate assets.

Delisting of Texas Industries

As a result of the completion of the merger, the common stock of Texas Industries, Inc. is no longer listed for trading on the New York Stock Exchange.

Advisors

J.P. Morgan, Deutsche Bank and Barclays acted as Martin Marietta's financial advisors and Cravath, Swaine & Moore LLP acted as its legal advisor. Citigroup acted as Texas Industries' financial advisor, and Wachtell, Lipton, Rosen & Katz acted as its legal advisor.

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 36 states, Canada and the Caribbean, and dedicated teams transforming more than 100 years of irreplaceable natural resources into the roads, sidewalks and foundations on which we live. Martin Marietta's Magnesiaspecialties 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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the SEC on May 30, 2014 in connection with the acquisition. Martin Marietta assumes no obligation to update or revise publicly the information in this communication, whether as a result of new information, future events or otherwise, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.