

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

FORM 8-K/A

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

June 5, 2017

Date of report (Date of earliest event reported)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

EXPLANATORY NOTE

This Amendment No. 1 to the Current Report on Form 8-K, which was originally filed with the Securities and Exchange Commission on May 12, 2017 (the "Original 8-K"), is being filed solely (i) to refile a corrected Consent of Ernst & Young LLP, an independent registered public accounting firm, filed as Exhibit 23.2 to the Original 8-K to correct the reference to the date of the report of Ernst & Young LLP for the consolidated balance sheet as of December 31, 2015 and the related consolidated statements of earnings, comprehensive earnings, total equity and cash flows for each of the two years in the period ended December 31, 2015 (the "EY Report") and (ii) to correct the date of the EY Report included in Exhibit 99.5 to the Original 8-K. The EY Report was erroneously dated February 24, 2017. The correct date of the EY Report is February 23, 2016.

Ernst & Young LLP's corrected consent for the Original 8-K is included as Exhibit 23.2 hereto. Ernst & Young LLP's corrected EY Report for the Original 8-K is included as Exhibit 99.7 hereto and supersedes the EY Report included in Exhibit 99.5 to the Original 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 23.1** Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
- 23.2* Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
- 99.1** Revised Part I, Item 1. Business
- 99.2** Revised Part I, Item 1A. Risk Factors
- 99.3** Revised Part I, Item 2. Properties
- 99.4** Revised Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations
- 99.5** Revised Part II, Item 8. Financial Statements and Supplementary Data
- 99.6** Part IV, Item 15. Exhibits and Financial Statement Schedules
- 99.7* Corrected report of Ernst & Young LLP, Independent Registered Public Accounting Firm, for the consolidated balance sheet as of December 31, 2015 and the related consolidated statements of earnings, comprehensive earnings, total equity and cash flows for each of the two years in the period ended December 31, 2015, as included in the Form 8-K filed on May 12, 2017.
- 101.INS** XBRL Instance Document
- 101.SCH** XBRL Taxonomy Extension Schema Document
- 101.CAL** XBRL Taxonomy Extension Calculation Linkbase Document
- 101.LAB** XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE** XBRL Taxonomy Extension Presentation Linkbase Document
- 101.DEF** XBRL Taxonomy Extension Definition Linkbase

* Filed herewith.

** Filed previously with the Form 8-K filed May 12, 2017.

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: June 5, 2017

By: /s/ Roselyn R. Bar

Roselyn R. Bar,
Executive Vice President, General Counsel and
Corporate Secretary

EXHIBIT INDEX

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* Filed herewith.

** Filed previously with the Form 8-K filed May 12, 2017.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- 1) Registration Statement (Form S-8 No. 333-115918) pertaining to the Amended and Restated Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors, Martin Marietta Materials, Inc., Performance Sharing Plan and the Martin Marietta Materials, Inc. Savings and Investment Plan for Hourly Employees;
- 2) Registration Statement (Form S-8 No. 333-85608) pertaining to the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors;
- 3) Registration Statement (Form S-8 No. 33-83516) pertaining to the Martin Marietta Materials, Inc. Omnibus Securities Award Plan, as amended;
- 4) Registration Statement (Form S-8 No. 333-15429) pertaining to the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors, Martin Marietta Materials, Inc. Performance Sharing Plan, and the Martin Marietta Materials, Inc. Savings and Investment Plan for Hourly Employees;
- 5) Registration Statement (Form S-8 No. 333-211735) pertaining to the Martin Marietta Amended and Restated Stock-Based Award Plan; and
- 6) Registration Statement (Form S-8 No. 333-197201) pertaining to the Texas Industries, Inc. 2004 Omnibus Equity Compensation Plan and the Texas Industries, Inc. Management Deferred Compensation Plan, as assumed by Martin Marietta Materials, Inc.

of our report dated February 23, 2016, except for the recently adopted accounting pronouncements discussed in Note A and the effects of the segment change discussed in Note O, as to which the date is May 12, 2017, with respect to the consolidated financial statements and schedule of Martin Marietta Materials, Inc. filed previously with the Current Report on Form 8-K dated May 12, 2017 of Martin Marietta Materials, Inc. for the year ended December 31, 2016.

/s/ Ernst & Young LLP

Raleigh, North Carolina
June 5, 2017

Report of Independent Registered Public Accounting Firm

*Board of Directors and Shareholders
Martin Marietta Materials, Inc.*

We have audited the accompanying consolidated balance sheets of Martin Marietta Materials, Inc. as of December 31, 2015 and the related consolidated statements of earnings, comprehensive earnings, total equity and cash flows for each of the two years in the period ended December 31, 2015. Our audits also included the financial statement schedule listed in the Index at Item 15(a)(2) for the years ended December 31, 2015 and 2014. These financial statements and schedule are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Martin Marietta Materials, Inc. at December 31, 2015 and the consolidated results of its operations and its cash flows for each of the two years in the period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

/s/ Ernst & Young LLP

Raleigh, North Carolina

February 23, 2016, except for the recently adopted accounting pronouncements discussed in Note A and the effects of the segment change discussed in Note O, as to which the date is May 12, 2017