

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

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 21, 2014

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**Martin Marietta Materials, Inc.**  
(Exact name of registrant as specified in charter)

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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)

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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 8.01 Other Events.**

On March 21, 2014, Martin Marietta Materials, Inc. ("Martin Marietta") issued a press release, which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On March 21, 2014, Martin Marietta sent a letter to its employees, which is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

### **Cautionary Statements Regarding Forward-Looking Statements**

Certain statements in this communication regarding the proposed acquisition of Texas Industries, Inc. ("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, including the receipt of approval of both Martin Marietta's shareholders and TXI's stockholders; the regulatory approvals required for the transaction not being obtained on the terms expected or on the anticipated schedule; 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 joint proxy statement/prospectus included in the Registration Statement on Form S-4 that Martin Marietta filed with the SEC on March 3, 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.

### **Additional Information and Where to Find It**

In connection with the proposed transaction between Martin Marietta and TXI, Martin Marietta filed with the SEC a registration statement on Form S-4 that includes a joint proxy statement of Martin Marietta and TXI and that also constitutes a prospectus of Martin Marietta (which registration statement has not yet been declared effective). INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC BY MARTIN MARIETTA OR TXI, INCLUDING THE DEFINITIVE PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE, BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT MARTIN MARIETTA, TXI AND THE PROPOSED TRANSACTION. The joint proxy statement/prospectus and other documents relating to the proposed transaction can be obtained free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov). These documents can also be obtained free of charge from Martin Marietta upon written request to the Corporate Secretary at Martin Marietta Materials, Inc., 2710 Wycliff Road, Raleigh, NC 27607, telephone number (919) 783-4540 or from Martin Marietta's website, <http://ir.martinmarietta.com> or from TXI upon written request to TXI at Investor Relations, Texas Industries, Inc., 1503 LBJ Freeway, Suite 400, Dallas, Texas 75234, telephone number (972) 647-6700 or from TXI's website, <http://investorrelations.txi.com>.

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## Participants in Solicitation

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## Non-Solicitation

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

## Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated March 21, 2014.
99.2	Letter to Employees.

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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.

**MARTIN MARIETTA MATERIALS, INC.**

Date: March 21, 2014

By: /s/ Roselyn R. Bar

Name: Roselyn R. Bar

Title: Senior Vice President, General Counsel  
and Corporate Secretary

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## EXHIBIT INDEX

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# 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, INC. TO REFILE HART-SCOTT-RODINO FILING FOR PROPOSED COMBINATION WITH TEXAS INDUSTRIES, INC.**

RALEIGH, North Carolina (March 21, 2014) – Martin Marietta Materials, Inc. (NYSE:MLM), announced effective March 20, 2014, the Company voluntarily withdrew the initial Hart-Scott-Rodino Antitrust Improvements Act filing and will refile on March 24, 2014, thus commencing a waiting period that will end on April 23, absent a grant of early termination or issuance of a Second Request. The Company and Texas Industries, Inc. (NYSE:TXI) continue to work cooperatively with the Department of Justice staff in their review of the proposed combination.

Martin Marietta Materials, Inc. 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, Inc., refer to the Corporation's website at [www.martinmarietta.com](http://www.martinmarietta.com).

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-END-



Dear Martin Marietta colleague,

I am pleased to report that all is proceeding well, and as planned, with our announced combination with Texas Industries.

On March 13, we held a kick-off meeting in Raleigh with a team of people who have begun the planning necessary to integrate our two companies. Also at this meeting were representatives of the Merger Integration Group of KPMG, a consulting firm that will be working with us as we go forward to further ensure that this combination proceeds as smoothly and efficiently as possible.

We are still waiting on the requisite regulatory (Department of Justice and SEC) and shareholder approvals, but all appears to remain on schedule for a closing this summer.

You may have noticed that several law firms have announced investigations into our transaction. Lawsuits challenging mergers of public companies are common. Many experts in the area of mergers and acquisitions believe that most of these cases have no merit and no benefit for shareholders, and we do not believe that these claims will adversely impact our transaction.

The next few months will be extremely busy ones at Martin Marietta and we all play an important role in this process. With a lot of work to do in a relatively short period of time, it is critical that we all stay focused on the founding principles that helped get us to where we are today.

First of all, always keep SAFETY foremost in your thoughts, in everything that you do -- before, during and after *every* task that you perform.

Secondly, in accordance with our *Code of Ethics and Standards of Conduct*, no matter how busy you become, and how tempted you might be to take shortcuts, we must *all* continue to act with the utmost HONESTY and INTEGRITY in everything that we do. This is who we are.

One of our greatest strengths has been, and will continue to be, our PEOPLE. The quality of you, our employees, is second to none in our industry. This combination with TXI is the biggest our Company has ever undertaken, and I have no doubt that you will, individually and collectively, rise to the occasion and meet any challenges presented to us as we enter this exciting new phase of our Company's history.

Thank you in advance for all of your time, hard work and, in many cases, patience, as we enter this demanding phase of our integration planning with TXI. I remain very excited about where we will be after we are done, and I hope you are as well.

As we work to complete this transaction, we will continue to keep you updated on our progress. Additionally, if you have any questions, please do not hesitate to reach out to me, Oliver Brooks, our Integration Management Office (IMO) director, or your immediate supervisor.

Best regards,

Ward

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