

MARTIN MARIETTA MATERIALS INC

Form 8-K

December 08, 2017

**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): December 7, 2017 (December 6, 2017)**

**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**

**27607**

(Address of principal executive offices)

(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))

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.

**Item 1.01. Entry into a Material Definitive Agreement.**

In connection with the issuance of \$300 million aggregate principal amount of Floating Rate Senior Notes due 2019 (the Floating Rate Notes ), \$500 million aggregate principal amount of 3.500% Senior Notes due 2027 (the 2027 Fixed Rate Notes ) and \$600 million aggregate principal amount of 4.250% Senior Notes due 2047 (the 2047 Fixed Rate Notes ) and, together with the 2027 Fixed Rate Notes and the Floating Rate Notes, the Senior Notes ), on December 6, 2017, Martin Marietta Materials, Inc. ( Martin Marietta or the Company ) entered into an underwriting agreement (the Underwriting Agreement ), with Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein (the Underwriters ), pursuant to which the Underwriters agreed to purchase the Senior Notes from the Company. The Underwriting Agreement contains the terms and conditions of the offering and sale of the Senior Notes, indemnification and contribution obligations and other customary terms and conditions.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is attached hereto as Exhibit 1.1 and incorporated by reference herein.

**Item 7.01. Regulation FD Disclosure.**

In accordance with General Instruction B.2. of Form 8-K, the following information and the attached Exhibit 99.1 shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended. Martin Marietta disclaims any intention or obligation to update or revise this information.

Attached as Exhibit 99.1, and incorporated herein by reference, is a copy of Martin Marietta's press release dated December 7, 2017, announcing the pricing of its Senior Notes.

This current report does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the Senior Notes 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.

**Item 9.01. Financial Statements and Exhibits.**

(d)	Exhibit No.	Exhibit
	1.1	<u>Underwriting Agreement, dated as of December 6, 2017, between Martin Marietta Materials, Inc. and Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.</u>
	99.1	<u>Press release announcing pricing terms of debt offering dated December 7, 2017.</u>

**SIGNATURE**

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.

By: /s/ James A. J. Nickolas  
Name: James A. J. Nickolas  
Title: Senior Vice President and Chief

Financial Officer

Date: December 7, 2017