SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Martin Marietta Materials Inc

(Name of Issuer)

Common stock, $0.01 par value per share

(Title of Class of Securities)

(CUSIP Number)

Frederic Meessen
Lhoist Group, Rue Charles Dubois 28
Limelette, C9, BE-1342
3210230711

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

08/21/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No.

1	Name of reporting person LNA Holding SRL
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only

4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization BELGIUM

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 10,953,543.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 10,953,543.00

11	Aggregate amount beneficially owned by each reporting person 10,953,543.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐
13	Percent of class represented by amount in Row (11) 15.4 %
14	Type of Reporting Person (See Instructions) CO

Comment for Type of Reporting Person: Limited Liability Company

SCHEDULE 13D

CUSIP No.

1	Name of reporting person Kalk en Dolomiet Maatschappij SA
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization LUXEMBOURG

Number of Shares Beneficially	7	Sole Voting Power 0.00

Owned by Each Reporting Person With:	8	Shared Voting Power 10,953,543.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 10,953,543.00

11	Aggregate amount beneficially owned by each reporting person 10,953,543.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐
13	Percent of class represented by amount in Row (11) 15.4 %
14	Type of Reporting Person (See Instructions) CO

Comment for Type of Reporting Person: Public Limited Liability Company

SCHEDULE 13D

CUSIP No.

1	Name of reporting person Financiere de Gestions Internationales SCA
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization LUXEMBOURG

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 10,953,543.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 10,953,543.00

11	Aggregate amount beneficially owned by each reporting person 10,953,543.00

12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐
13	Percent of class represented by amount in Row (11) 15.4 %
14	Type of Reporting Person (See Instructions) CO

Comment for Type of Reporting Person: Partnership Limited by Shares

SCHEDULE 13D

CUSIP No.

1	Name of reporting person GPI SA	
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐	
6	Citizenship or place of organization LUXEMBOURG	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 10,953,543.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 10,953,543.00
11	Aggregate amount beneficially owned by each reporting person 10,953,543.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 15.4 %	
14	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person: Public Limited Liability Company

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common stock, $0.01 par value per share

(b) Name of Issuer:

Martin Marietta Materials Inc

(c) Address of Issuer's Principal Executive Offices:

4123 Parklake Ave, Raleigh, NORTH CAROLINA , 27612.

Item 2. Identity and Background

(a) Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons." This Schedule 13D is filed on behalf of: LNA Holding SRL ("LNH"); Kalk en Dolomiet Maatschappij SA ("KDL"); Financiere de Gestions Internationales SCA ("FGI"); and GPI SA ("GPI") GPI SA is managed by a board of directors comprised of Jean-Pierre Berghmans, Elisabeth van der Vaeren, Pascal Rakovsky and Rene Beltjens (collectively, the "Board Members"). The information called for by Item 2(b), (c) and (f) with respect to each of the Board Members is included in Appendix A hereto.

(b) The business address of LNH is Rue Charles Dubois 28, BE - 1342 Limelette, Belgium. The business address of each of the other Reporting Persons is Rue Robert Stumper 7, L-2557 Luxembourg.

(c) The principal business of LNH, KDL and FGI is acting as holding companies. The principal business of GPI is serving as the manager of FGI.

(d) During the last five years, none of the Reporting Persons or Board Members has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons or Board Members was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) LNH is organized under the laws of Belgium. The remaining Reporting Persons are organized under the laws of Luxembourg.

Item 3. Source and Amount of Funds or Other Consideration

On August 21, 2026 (the "Closing Date"), pursuant to the Securities Sale Agreement (the "SSA"), dated June 27, 2026, by and between Martin Marietta Materials, Inc. (the "Issuer") and LNH, the Issuer acquired all of the outstanding equity interests in Lhoist North America, Inc. ("LNA"), a wholly-owned direct subsidiary of LNH (the "Transaction") in exchange for (i) $7 billion in cash, subject to certain adjustments set forth in the SSA (the "Consideration Cash"), and (ii) 10,953,543 of newly-issued shares(the "Consideration Shares") of Issuer common stock, par value $0.01 per share (the "Common Stock"). The foregoing description of the SSA is not complete and is qualified in its entirety by the full text of such agreement, which is filed as an exhibit to this Schedule 13D and incorporated herein by reference.

Item 4. Purpose of Transaction

Shareholders Agreement On the Closing Date, the Issuer, LNH and, solely for purposes of the standstill provisions set forth therein, FGI, entered into a shareholders' agreement (the "Shareholders Agreement"). Under the Shareholders Agreement, LNH and its affiliates are subject to a lock-up period with respect to the Consideration Shares, with 50% of such shares released from the lock-up on the 12-month anniversary of the Closing Date and the remaining 50% of such shares released from the lock-up on the 24-month anniversary of the Closing. The Shareholders Agreement further provides that the Board of Directors of the Issuer (the "Board") will take such actions as are necessary to increase the size of the Board by one director, and LNH will have the right to designate one director to the Board and to designate one non-voting Board observer. These designation rights are subject to graduated reduction and termination based on LNH's beneficial ownership of Common Stock: LNH may designate one director and one observer for so long as it beneficially owns at least 7,102,033 shares of Common Stock; this right is reduced to one director if such ownership falls below 7,102,033 shares of Common Stock but remains at or above 5,326,525 shares of Common Stock; and all designation and observer rights terminate if such ownership falls below 5,326,525 shares of Common Stock. Furthermore, subject to certain exceptions, in the event LNH and its affiliates fail to vote all shares of Common Stock beneficially owned by them in accordance with the recommendation of the Board (subject to certain exceptions) and in favor of persons nominated and recommended to serve as directors by the Board, all of LNH's designation rights will terminate. In addition, FGI and LNH and their affiliates have agreed to be subject to a customary standstill obligation, including a restriction on acquiring shares in excess of 12,783,660 shares of Common Stock, which will be effective until the earlier of (a) 15 months after the date on which both (i) no LNH designee sits on the Board and (ii) LNH has irrevocably waived or no longer has any right to designate a director or observer and (b) the date on which LNH holds fewer than 5,326,525 shares of Common Stock. Registration Rights Agreement On the Closing Date, the Issuer and LNH entered into a customary registration rights agreement (the "Registration Rights

Agreement") in respect of the Consideration Shares. The Registration Rights Agreement provides for certain shelf, demand and piggyback registration rights for LNH, subject to minimum offering sizes in certain cases, customary underwriter cutbacks, Issuer blackout/suspension rights, and mutual indemnification rights and other customary requirements and conditions. The foregoing descriptions of the Shareholders Agreement and Registration Rights Agreement are not complete and are qualified in their entirety by the full text of such agreements, each of which is filed as an exhibit to this Schedule 13D and incorporated herein by reference. General The Reporting Persons acquired the securities described in this Schedule 13D in connection with the Transaction, and they intend to review their investments in the Issuer on a continuing basis. Any actions the Reporting Persons might undertake will be dependent upon the Reporting Persons' review of numerous factors, including, but not limited to: an ongoing evaluation of the Issuer's business, financial condition, operations and prospects; price levels of the Issuer's securities; general market, industry and economic conditions; the relative attractiveness of alternative business and investment opportunities; and other future developments. Subject to the provisions of the Shareholders Agreement, the Reporting Persons may acquire additional securities of the Issuer, or retain or sell all or a portion of the securities then held, in the open market or in privately negotiated transactions. In addition, the Reporting Persons and/or their designees to the Issuer's Board may engage in discussions with management, the Issuer's Board, other securityholders of the Issuer and other relevant parties or encourage, cause or seek to cause the Issuer or such persons to consider or explore extraordinary corporate transactions, such as: a merger, reorganization or take-private transaction that could result in the de-listing or de-registration of the Common Stock; security offerings and/or stock repurchases by the Issuer; sales or acquisitions of assets or businesses; changes to the capitalization or dividend policy of the Issuer; or other material changes to the Issuer's business or corporate structure, including changes in management or the composition of the Board. To facilitate their consideration of such matters, the Reporting Persons may retain consultants and advisors and may enter into discussions with potential sources of capital and other third parties. The Reporting Persons may exchange information with any such persons pursuant to appropriate confidentiality or similar agreements. The Reporting Persons will likely take some or all of the foregoing steps at preliminary stages in their consideration of various possible courses of action before forming any intention to pursue any particular plan or direction. Other than as described above, the Reporting Persons do not currently have any plans or proposals that relate to, or would result in, any of the matters listed in Items 4(a)-(j) of Schedule 13D, although the Reporting Persons may change their purpose or formulate different plans or proposals with respect thereto at any time.

Item 5. Interest in Securities of the Issuer

(a) The ownership information set forth herein represents beneficial ownership of the Class A Common Stock as of the date hereof, based on 71,020,331 shares of Common Stock outstanding on the Closing Date. LNH is the record holder of 10,953,543 shares of Common Stock, representing approximately 15.4% of the outstanding Common Stock. LNH is a wholly owned subsidiary of KDL, which is a direct and indirect subsidiary of FGI. GPI is the statutory manager of FGI. As a result, each of the foregoing entities may be deemed to share beneficial ownership of the Common Stock held directly by LNH. Each of the Board Members disclaims beneficial ownership of the Common Stock beneficially owned by FGI.

(b) Sole power to vote or to direct the vote: 0 Shared power to vote or to direct the vote: 10,953,543 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or to direct the disposition: 10,953,543

(c) Except as otherwise disclosed in Items 3 and 4 herein, during the past 60 days, none of the Reporting Persons or Board Members has effected any transactions in the Common Stock.

(d) None.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The information in Items 3 and 4 is incorporated by reference herein. Except as set forth herein, none of the Reporting Persons or Board Members has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Issuer, including, but not limited to, any contracts, arrangements, understandings or relationships concerning call options, put options, security-based swaps or any other derivative securities, the transfer or voting of any securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

Exhibit 99.1: Joint Filing Agreement. Exhibit 99.2: Securities Sale Agreement, dated as of June 27, 2026, between Martin Marietta Materials, Inc., a North Carolina corporation, and LNA Holding SRL, a societe a responsabilite limitee organized under the laws of Belgium (incorporated by reference to Exhibit 2.1 to the Issuer's Current Report on Form 8-K filed on June 29, 2026). Exhibit 99.3: Shareholders Agreement, dated as of August 21, 2026, among Martin Marietta Materials, Inc., a North Carolina corporation, and LNA Holding SRL, a societe a responsabilite limitee organized under the laws of Belgium, and, solely for the purposes of Section 5 therein, Financiere de Gestions Internationales, a societe en commandite par actions organized under the laws of Luxembourg (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed on August 24, 2026). Exhibit 99.4: Registration Rights Agreement, dated as of August 21, 2026, by and between Martin Marietta Materials, Inc., a North Carolina corporation, and LNA Holding SRL, a societe a responsabilite limitee organized under the laws of Belgium (incorporated by reference to Exhibit 10.2 to the Issuer's Current Report on Form 8-K filed on August 24, 2026).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LNA Holding SRL

Signature: /s/ Frederic Meessen
Name/Title: Proxy Holder
Date: 08/24/2026

Kalk en Dolomiet Maatschappij SA

Signature: /s/ Philippe Vauthier
Name/Title: Managing-Director
Date: 08/24/2026

Financiere de Gestions Internationales SCA

Signature: /s/ Philippe Vauthier
Name/Title: Delegate to the Daily Management
Date: 08/24/2026

GPI SA

Signature: /s/ Philippe Vauthier
Name/Title: Delegate to the Daily Management
Date: 08/24/2026

Exhibit 1

APPENDIX A

The name, business address, present principal occupation and citizenship of each of the Board Members, required by Item 2(a)-(c) and (f), is as follows:

Name	Business Address	Present Principal Occupation	Citizenship
Jean-Pierre Berghmans	c/o Lhoist Group, Rue Charles Dubois 28, BE - 1342 Limelette, Belgium	Director	Belgian
Elisabeth van der Vaeren	c/o Lhoist Group, Rue Charles Dubois 28, BE - 1342 Limelette, Belgium	Director	Belgian
Pascal Rakovsky	Rue Robert Stümper 7, L-2557 Luxembourg	Director	French
René Beltjens	Rue Robert Stümper 7, L-2557 Luxembourg	Director	Belgian

EXHIBIT 99.1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that they are jointly filing this statement on Schedule 13D. Each of them is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 24th day of August, 2026.

LNA Holding SRL

By: */s/ Frederic Meessen*
Name: Frederic Meessen
Title: Proxy Holder

Kalk en Dolomiet Maatschappij SA

By: */s/ Philippe Vauthier*
Name: Philippe Vauthier
Title: Managing-Director

Financière de Gestions Internationales SCA

By: */s/ Philippe Vauthier*
Name: Philippe Vauthier
Title: Delegate to the Daily Management

GPI SA

By: */s/ Philippe Vauthier*
Name: Philippe Vauthier
Title: Delegate to the Daily Management