

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) May 12, 2022

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.)

4123 Parklake Avenue, Raleigh, North Carolina
(Address of Principal Executive Offices)

27612
(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 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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 par value per share	MLM	New York Stock Exchange

Item 5.07 Submission of Matters to a Vote of Security Holders.

Martin Marietta Materials, Inc. held its Annual Meeting of Shareholders on May 12, 2022. Of the 62,283,941 shares outstanding and entitled to vote, 57,210,507 shares were represented at the meeting, or a 92% quorum. The final results of voting for each matter submitted to a vote of shareholders at the meeting are as follows:

Proposal 1 – Election of Directors

Elected the following eleven individuals to the Board of Directors to serve as directors for a term of one year until the Annual Meeting of Shareholders in 2023, and until their successors have been duly elected and qualified:

	<u>Votes Cast For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
Dorothy M. Ables	53,715,437	648,477	15,760	2,830,833
Sue W. Cole	52,632,663	1,718,427	28,584	2,830,833
Smith W. Davis	52,675,425	1,687,388	16,861	2,830,833
Anthony R. Foxx	53,421,154	937,658	20,862	2,830,833
John J. Koraleski	52,469,740	1,846,330	63,604	2,830,833
C. Howard Nye	51,369,262	2,992,364	18,048	2,830,833
Laree E. Perez	51,939,899	2,423,212	16,563	2,830,833
Thomas H. Pike	53,647,381	714,852	17,441	2,830,833
Michael J. Quillen	52,809,723	1,540,087	29,864	2,830,833
Donald W. Slager	52,048,664	2,266,950	64,060	2,830,833
David C. Wajsgras	53,729,374	632,891	17,409	2,830,833

Proposal 2 – Ratification of Appointment of Independent Auditors

Ratified the selection of PricewaterhouseCoopers LLP as independent auditors for the year ending December 31, 2022. The voting results for this ratification were 57,066,746 shares voted for; 87,339 shares voted against; and 56,422 shares abstained from voting.

Proposal 3 — Advisory Vote on Compensation of Named Executive Officers

Approved, on an advisory basis, the overall compensation paid to the Corporation's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K in the Proxy Statement. The voting results for this approval were 50,822,977 shares voted for; 3,360,122 shares voted against; 196,575 shares abstained from voting; and there were 2,830,833 broker non-votes.

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: May 13, 2022

By: /s/ Roselyn R. Bar

Roselyn R. Bar,

Executive Vice President, General Counsel and Corporate
Secretary