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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

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

North Carolina
(State or other jurisdiction of
incorporation or organization)

56-1848578
(I.R.S. Employer
Identification No.)

**2710 Wycliff Road
Raleigh, North Carolina 27607-3033
(919) 781-4550**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Texas Industries, Inc. 2004 Omnibus Equity Compensation Plan
Texas Industries, Inc. Management Deferred Compensation Plan**
(Full title of the plan)

**Roselyn R. Bar, Esq.
Senior Vice President, General Counsel and Corporate Secretary
2710 Wycliff Road
Raleigh, North Carolina 27607-3033
(919) 781-4550**
(Name, address and telephone number of agent for service)

**Copies to:
Scott A. Barshay, Esq.
George F. Schoen, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
(212) 474-1000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (3)
Common Stock, \$0.01 par value	2,714,064	\$130.38	\$353,859,638.24	\$45,577.12

- (1) This registration statement (this "Registration Statement") covers the issuance of an aggregate of 2,714,064 shares of common stock, par value \$0.01 per share ("Company Common Stock") of Martin Marietta Materials, Inc. (the "Company"). At the effective time of the Merger (as defined in the Explanatory Note below), 3,877,234 shares of common stock, par value \$1.00 ("TXI Common Stock") of Texas Industries, Inc. ("TXI") were reserved and available for issuance under the TXI equity-based plans. As adjusted for the 0.70 exchange ratio in connection with the Merger, this equates to 2,714,064 shares of Company Common Stock to be registered hereunder. In addition, pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Company Common Stock which become issuable under the plans pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Company's outstanding shares of Company Common Stock.
- (2) Calculated solely for purposes of this offering under Rule 457(c) and (h) of the Securities Act on the basis of the average of the high and low selling price per share of Company Common Stock on June 26, 2014, as reported by the New York Stock Exchange.
- (3) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$128.80 per \$1,000,000 of the proposed maximum aggregate offering price. Pursuant to Rule 457(p) under the Securities Act, the total amount of the registration fee due is offset by \$40,731.04, representing the dollar amount of the filing fee previously paid by the Company that corresponds to 2,711,137 unsold shares of registered pursuant to the Company's Registration Statement on Form S-4 (File No. 333-194288) filed under the Securities Act on March 3, 2014, as amended by Amendment No. 1 filed on May 1, 2014 and as amended by Amendment No. 2 filed on May 21, 2014. Accordingly, the filing fee transmitted herewith is \$4,846.09.
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EXPLANATORY NOTE

On July 1, 2014, pursuant to an Agreement and Plan of Merger (the “Merger Agreement”), dated as of January 27, 2014, by and among the Company, Project Holdings, Inc., a wholly owned subsidiary of the Company (“Merger Sub”), and TXI, Merger Sub merged with and into TXI (the “Merger”), with TXI surviving as a wholly owned subsidiary of the Company. As a result of the Merger, each outstanding share of TXI Common Stock (other than shares owned by TXI, Martin Marietta or Merger Sub, which were cancelled) was converted into the right to receive 0.70 shares of Company Common Stock, with cash paid in lieu of fractional shares. Pursuant to the Merger Agreement, upon consummation of the Merger:

(i) each outstanding option to purchase TXI Common Stock automatically vested and converted into a vested option to purchase, on the same terms as were applicable prior to the Merger, a number of shares of Company Common Stock equal to the product determined by multiplying the total number of shares of TXI Common Stock subject to that option immediately prior to the Merger by 0.70 (rounded down to the nearest whole number of shares);

(ii) each stock appreciation right in respect of TXI Common Stock automatically vested and converted into a vested stock appreciation right, on the same terms as were applicable prior to the Merger, corresponding to the number of shares of Company Common Stock equal to the product determined by multiplying the total number of shares of TXI Common Stock corresponding to that stock appreciation right immediately prior to the Merger by 0.70 (rounded down to the nearest whole number of shares); and

(iii) each TXI restricted stock unit automatically vested and converted into the right to receive a number of shares of Company Common Stock equal to the product determined by multiplying the total number of shares of TXI Common Stock subject to the restricted stock unit by 0.70, with cash provided in lieu of fractional shares.

This Registration Statement is filed by the Company for the purpose of registering 2,714,064 shares of Company Common Stock reserved and available for issuance under the TXI 2004 Omnibus Equity Compensation Plan and TXI’s Management Deferred Compensation Plan (together, the “TXI Plans”) that have been assumed by the Company in connection with the consummation of the Merger and awards to be granted under the TXI Plans following the Merger.

PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing the information specified in Part I will be sent or given to participants in the TXI Plans, as specified by Rule 428(b)(1) promulgated under the Securities Act. In accordance with the instructions to Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 promulgated under the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute the prospectus as required by Section 10(a) of the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission by the Company pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as applicable, are hereby incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- (a) The Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2013 filed on February 24, 2014, including portions of the Company’s Proxy Statement on Schedule 14A filed on April 17, 2014, to the extent incorporated by reference into such Annual Report on Form 10-K;

- (b) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 filed on May 5, 2014;
- (c) The Company's Current Reports on Form 8-K and amendments thereto filed on January 28, 2014, January 29, 2014, January 30, 2014, February 4, 2014, March 21, 2014, April 17, 2014, April 24, 2014 (two filings), April 25, 2014, April 29, 2014, May 28, 2014, June 11, 2014, June 20, 2014 (as amended), June 23, 2014, June 24, 2014, June 25, 2014, June 27, 2014 and July 2, 2014; and
- (d) The description of the Company's Common Stock contained in the Company's joint proxy statement/prospectus filed with the Commission pursuant to Rule 424(b) under the Securities Act on May 30, 2014, relating to the registration statement on Form S-4 (File No. 333-194288), filed on March 3, 2014, including any amendments or reports filed for the purpose of updating such description.

All documents, reports or definitive proxy or information statements subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Company is a North Carolina corporation subject to the applicable indemnification provisions of the North Carolina Business Corporation Act (the "NCBCA"). Under the NCBCA, unless limited by its articles of incorporation, a corporation must indemnify its directors and officers who were wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director or officer of the corporation against any reasonable expenses incurred by him or her in connection with such proceeding.

The NCBCA includes two separate provisions allowing for permissive indemnification of directors, officers, employees and agents. First, the NCBCA provides that a corporation may indemnify its directors, officers, employees and agents against liabilities and expenses incurred in a proceeding if the person conducted himself or herself in good faith and in a manner he or she reasonably believed to be, with respect to conduct in his or her official capacity with the corporation, in the best interests of the corporation, with respect to all other conduct, was at least not opposed to the best interests of the corporation and with respect to any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The NCBCA further provides that no indemnification under this provision is available in respect of a claim in connection with a proceeding by or in the right of the corporation in which the person has been adjudged to be liable to the corporation or in connection with any other proceeding charging impersonal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Separate and apart from the permissive indemnification provision described above, the NCBCA also provides that a corporation may in its articles of incorporation or bylaws or by contract or resolution indemnify or agree to indemnify any one or more of its directors, officers, employees and agents against liabilities and expenses incurred in a proceeding (including a proceeding brought by or on behalf of the corporation) arising out of a person's status as such or their activities in such capacity, except that a corporation may not indemnify a person against liabilities or expenses he or she may incur on account of his or her activities which were, at the time taken, known or believed by the person to be clearly in conflict with the best interests of the corporation. Under this provision of the NCBCA, a corporation may likewise and to the same extent indemnify or agree to indemnify any person who, at the request of the corporation, is or was serving as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or as a trustee or administrator under an employee benefit plan.

The Company's bylaws provide that the Company will indemnify any person (i) who at any time serves or has served as an officer, employee or a director of the Company, or (ii) who, while serving as an officer, employee or a director of the Company, serves or has served at the request of the Company as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a trustee, other fiduciary or administrator under an employee benefit plan, against any and all liability and litigation expense, including reasonable attorneys' fees, to the fullest extent permitted by North Carolina law, provided that any employee shall have a right to indemnification when acting in his or her capacity as an employee only upon satisfaction of the standards of conduct of officers and directors set forth in the NCBCA.

In addition, the NCBCA provides that a director of a corporation shall not be liable for any action taken as a director, or any failure to take any action, if he or she performed the duties of his or her office in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interests of the corporation. The NCBCA also provides that a corporation may include in its articles of incorporation a provision that limits or eliminates the personal liability of a director arising out of an action, whether by or in the right of the corporation, for monetary damages for breach of duty as a director, except with respect to acts or omissions that the director at the time of such breach knew or believed were clearly in conflict with the best interests of the corporation, any liability for unlawful distributions, any transaction from which the director derived an improper personal benefit, or acts or omissions occurring prior to the date such provisions of the NCBCA became effective.

The Company's articles of incorporation provide that, to the fullest extent permitted by the NCBCA, no director shall be personally liable to the Company or any of its shareholders for monetary damages for breach of duty as a director.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit</u>
5.1	Opinion of Robinson, Bradshaw & Hinson, P.A. as to the validity of the securities being registered
23.1	Consent of Robinson, Bradshaw & Hinson, P.A. (included as part of its opinion filed as Exhibit 5.1 hereto and incorporated herein by reference)
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm
24.1	Power of Attorney (included on signature page of this Registration Statement)
99.1	Texas Industries, Inc. 2004 Omnibus Equity Compensation Plan (filed as Appendix A to TXI's Definitive Proxy Statement on Schedule 14A filed with the Commission on August 24, 2012 and incorporated herein by reference)
99.2	Texas Industries, Inc. Management Deferred Compensation Plan (filed as Appendix B to TXI's Definitive Proxy Statement on Schedule 14A filed with the Commission on August 24, 2012 and incorporated herein by reference)

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act), that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Signature	Title
<hr/> <p>/s/ William E. McDonald William E. McDonald</p>	Director
<hr/> <p>/s/ Frank H. Menaker, Jr. Frank H. Menaker, Jr.</p>	Director
<hr/> <p>/s/ Laree E. Perez Laree E. Perez</p>	Director
<hr/> <p>/s/ Michael J. Quillen Michael J. Quillen</p>	Director
<hr/> <p>/s/ Dennis L. Rediker Dennis L. Rediker</p>	Director
<hr/> <p>/s/ Richard A. Vinroot Richard A. Vinroot</p>	Director
<hr/> <p>/s/ Stephan P. Zelnak, Jr. Stephan P. Zelnak, Jr.</p>	Director

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July 2, 2014

Martin Marietta Materials, Inc.
2710 Wycliff Road
Raleigh, North Carolina 27607
Attention: C. Howard Nye, President, Chief Executive Officer
and Chairman of the Board

Re: Martin Marietta Materials, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as North Carolina counsel to Martin Marietta Materials, Inc. (the "Company") in connection with the Company's registration statement on Form S-8 (the "Registration Statement") relating to the offer and sale of up to 2,714,064 shares of the Company's common stock, \$.01 par value (the "Shares"), pursuant to the Texas Industries, Inc. 2004 Omnibus Equity Compensation Plan and the Texas Industries, Inc. Management Deferred Compensation Plan (together, the "TXI Plans"). The Company is filing the Registration Statement in accordance with an Agreement and Plan of Merger (the "Merger Agreement"), dated as of January 27, 2014, by and among the Company, Project Holdings, Inc., a wholly owned subsidiary of the Company ("Merger Sub"), and Texas Industries, Inc. ("TXI"), pursuant to which Merger Sub merged with and into TXI (the "Merger"), with TXI surviving as a wholly owned subsidiary of the Company. The TXI Plans have been assumed by the Company in connection with the consummation of the Merger.

We understand that the Registration Statement is being filed with the Securities and Exchange Commission and that this letter is to be included as Exhibit 5.1 thereof.

We have examined the Registration Statement, the articles of incorporation and the bylaws of the Company, corporate proceedings relating to the authorization, issuance and sale of the Shares and such other documents and records as we have deemed necessary in order to enable us to render this opinion.

We have assumed (i) the authority and genuineness of all signatures, (ii) the legal capacity of all natural persons, (iii) the authenticity of all documents submitted to us as originals, and (iv) the conformity to authentic original documents of all documents submitted to us as certified, conformed or photostatic copies. We have assumed that the Company and those officers, employees and other persons who may receive awards under the TXI Plans will have complied with the relevant requirements of the TXI Plans and that all prescribed filings with regulatory authorities, including any stock exchanges having jurisdiction, will be effected in accordance with their respective requirements and that the approvals of such regulatory authorities, including any stock exchanges having jurisdiction, will have been granted prior to the issuance of any of the Shares.

Based upon the foregoing, and subject to the qualifications and limitations set forth herein, we are of the opinion that:

1. The Company is a corporation duly incorporated and validly existing under the laws of the State of North Carolina; and

2. The Shares, if and when originally issued and sold by the Company pursuant to the terms and conditions of the applicable TXI Plan, and upon payment of the consideration payable therefor pursuant to the applicable TXI Plan, will be legally issued, fully paid and nonassessable, and will represent validly authorized and outstanding shares of the common stock of the Company.

The opinions expressed herein are limited to the laws of the State of North Carolina and the federal laws of the United States, and we express no opinion with respect to the laws of any other state or jurisdiction.

The opinions expressed herein are contingent upon the Registration Statement becoming effective under the Securities Act of 1933, as amended (the "Act").

We hereby consent to the filing of a copy of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Securities and Exchange Commission. We disclaim any undertaking to advise you of any subsequent changes of the facts stated or assumed herein or any subsequent changes in applicable law.

Very truly yours,

/s/ ROBINSON, BRADSHAW & HINSON, P.A.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Texas Industries, Inc. 2004 Omnibus Equity Compensation Plan and the Texas Industries, Inc. Management Deferred Compensation Plan of our reports dated February 24, 2014, with respect to the consolidated financial statements of Martin Marietta Materials, Inc. and the effectiveness of internal control over financial reporting of Martin Marietta Materials, Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended December 31, 2013, and the financial statement schedule of Martin Marietta Materials, Inc. included therein, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Raleigh, North Carolina

July 2, 2014