

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) October 1, 2021

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 2.01 – COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS

On October 1, 2021, pursuant to the Securities Purchase Agreement, dated as of May 23, 2021 (as amended or supplemented, the “Purchase Agreement”), by and among (i) Martin Marietta Materials, Inc., a North Carolina corporation (“Martin Marietta”), (ii) Lehigh Cement Company LLC, a Delaware limited liability company, (iii) HMBA Holdings LLC, a Delaware limited liability company, and (iv) Lehigh Southwest Cement Company, a California company (collectively, the “Sellers”), Martin Marietta acquired 100% of the outstanding equity interests in the subsidiaries and a joint venture held by the Sellers that own and operate the business of producing, selling, marketing and distributing aggregates, cement, ready-mix concrete, asphalt and similar materials in California, Arizona, Nevada, Oregon and Ensenada, Mexico for \$2.3 billion in cash, on a cash free, debt free basis, subject to customary post-closing adjustments (the “Acquisition”).

The foregoing description of the Purchase Agreement in this Item 2.01 does not purport to be complete and is qualified in its entirety by reference to the Purchase Agreement, a copy of which was attached as Exhibit 2.1 to Martin Marietta’s Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on May 25, 2021 and is incorporated herein by reference.

ITEM 8.01 – OTHER EVENTS

On October 1, 2021, Martin Marietta issued a press release announcing that the Acquisition had been completed. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01 – FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
2.1	Securities Purchase Agreement, dated as of May 23, 2021, by and among Martin Marietta Materials, Inc., Lehigh Cement Company LLC, HMBA Holdings LLC and Lehigh Southwest Cement Company (incorporated by reference to Exhibit 2.1 of Martin Marietta Materials, Inc.’s Current Report on Form 8-K filed with the SEC on May 25, 2021).
99.1	Press Release dated October 1, 2021, announcing the completion of the Acquisition.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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: October 1, 2021

By: /s/ Roselyn R. Bar

Name: Roselyn R. Bar

Title: Executive Vice President, General Counsel and
Corporate Secretary



MARTIN MARIETTA COMPLETES ACQUISITION OF LEHIGH HANSON'S WEST REGION BUSINESS

Upstream Materials-Led Geographic Expansion into California and Arizona

Transaction Expected to be Accretive to Earnings Per Share in First Full Year

Raleigh, N.C. (October 1, 2021) – Martin Marietta Materials, Inc. (NYSE: MLM) (“Martin Marietta” or the “Company”) today announced that it successfully completed its previously announced acquisition of Lehigh Hanson, Inc.’s West Region business (“Lehigh West Region”) for \$2.3 billion in cash. Consistent with the Company’s SOAR (Strategic Operating Analysis and Review) 2025 Plan, the acquisition provides the Company with 17 active aggregates facilities, two cement plants and related distribution terminals, and targeted downstream operations serving key California and Arizona regions including the Bay Area, Los Angeles, San Diego and Phoenix.

Ward Nye, Chairman, President and CEO of Martin Marietta, stated, “We are pleased to complete the Lehigh West Region acquisition and welcome a talented group of new employees to the Martin Marietta team. These assets serve as a new growth platform for our continued geographic expansion and are uniquely positioned to benefit from favorable market dynamics and accelerating public and private construction activity in California and Arizona. We are confident in our ability to quickly realize the benefits of this transaction and deliver significant value creation for our shareholders, customers and employees following the same proven approach we took with our acquisitions of TXI and Bluegrass.”

Excluding acquisition-related expenses, Martin Marietta expects the transaction to be accretive to earnings per share within the first full year of ownership. Integration of the acquired business is anticipated to proceed as planned.

Additional Information

Martin Marietta will provide additional information about the Lehigh West Region acquisition on its third quarter 2021 earnings conference call and online webcast, the date and timing of which has yet to be announced.

Forward Looking Statements

This release contains statements which constitute forward-looking statements within the meaning of federal securities law. Statements and assumptions on future revenues, income and cash flows, performance, economic trends, the outcome of litigation, regulatory compliance and environmental remediation cost estimates are examples of forward-looking statements. Numerous factors could affect the Company’s forward-looking statements and actual performance.

Investors are cautioned that all forward-looking statements involve risks and uncertainties, and are based on assumptions that the Company believes in good faith are reasonable at the time the statements are made, but which may be materially different from actual results. Investors can identify these statements by the fact that they do not relate only to historic or current facts. The words “may”, “will”, “could”, “should”, “anticipate”, “believe”, “estimate”, “expect”, “forecast”, “intend”, “outlook”, “plan”, “project”, “scheduled” and other words of similar meaning in connection with future events or future operating or financial performance are intended to identify forward-looking statements. Any or all of Martin Marietta’s forward-looking statements in this release and in other publications may turn out to be wrong.

You should consider these forward-looking statements in light of risk factors discussed in Martin Marietta’s Annual Report on Form 10-K for the year ended December 31, 2020, Martin Marietta’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2021 and June 30, 2021 and other periodic filings made with the SEC. All of the Company’s forward-looking statements should be considered in light of these factors. In addition, other risks and uncertainties not presently known to the Company or that it considers immaterial could affect the accuracy of its forward-looking statements, or adversely affect or be material to the Company. Except as required by law, the Company undertakes no obligation to update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this release.

About Martin Marietta

Martin Marietta, a member of the S&P 500 Index, is an American-based company and a leading supplier of building materials, including aggregates, cement, ready mixed concrete and asphalt. Through a network of operations spanning 30 states, Canada and The Bahamas, dedicated Martin Marietta teams supply the resources for building the solid foundations on which our communities thrive. Martin Marietta's Magnesia Specialties business produces high-purity magnesia and dolomitic lime products used worldwide in environmental, industrial, agricultural and specialty applications. For more information, visit www.martinmarietta.com or www.magnesiaspecialties.com.

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