

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) February 23, 2026

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, \$0.01 par value per share	MLM	New York Stock Exchange

ITEM 2.01 - COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS

On February 23, 2026, pursuant to the Equity and Asset Exchange Agreement, dated as of August 3, 2025 (the “[Exchange Agreement](#)”), by and between Martin Marietta Materials, Inc., a North Carolina corporation (“[Martin Marietta](#)”), and Quikrete Holdings, Inc., a Delaware corporation (“[Quikrete](#)”), (a) Martin Marietta transferred to Quikrete Martin Marietta’s assets primarily related to its cement and ready-mix concrete operations at its Midlothian cement plant and North Texas ready-mix concrete sites and certain nonoperating land, and (b) in exchange, Quikrete transferred to Martin Marietta Quikrete’s assets primarily related to its aggregates operations in Virginia, Missouri, Kansas and Vancouver, British Columbia along with \$450 million in cash (the “[Transaction](#)”).

The foregoing description of the Exchange Agreement in this Item 2.01 does not purport to be complete and is qualified in its entirety by reference to the Exchange 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 August 7, 2025 and is incorporated herein by reference.

ITEM 7.01 – REGULATION FD DISCLOSURE

On February 23, 2026, Martin Marietta issued a press release announcing that the Transaction had been completed (the “[Press Release](#)”) and released an investor presentation in connection with the completion of the Transaction (the “[Presentation](#)”). Copies of the Press Release and Presentation are furnished as Exhibit 99.1 and Exhibit 99.2, respectively, to this report and are incorporated herein by reference.

The information in Item 7.01 of this Current Report on Form 8-K, including Exhibits 99.1 and 99.2 attached hereto, is being furnished to the SEC and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “[Exchange Act](#)”), or otherwise subject to the liabilities of that section. This information shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Cautionary Statement Concerning Forward-Looking Statements

This report contains forward-looking statements within the meaning of federal securities law. Statements and assumptions on future revenues, income and cash flows, performance and economic trends, are examples of forward-looking statements. Numerous factors could affect Martin Marietta’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 Martin Marietta 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 historical 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 report and in other publications may turn out to be wrong.

Statements regarding the Transaction contain forward-looking statements that are based on current expectations and assumptions and are subject to risks and uncertainties. Actual results may differ materially from those expressed or implied due to various factors including, but not limited to: transaction costs, integration challenges, market conditions, and other risks described in Martin Marietta’s SEC filings.

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, 2025, and other periodic filings made with the SEC. In addition, other risks and uncertainties not presently known to Martin Marietta or that it considers immaterial could affect the accuracy of its forward-looking statements, or adversely affect or be material to Martin Marietta. Martin Marietta assumes no obligation to update any such forward-looking statements.

ITEM 9.01 - FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
2.1*	Equity and Asset Exchange Agreement, dated as of August 3, 2025, by and between Martin Marietta Materials, Inc. and Quikrete Holdings, Inc. (incorporated by reference to Exhibit 2.1 of Martin Marietta Materials, Inc.’s Current Report on Form 8-K filed with the SEC on August 7, 2025).
99.1	Press Release dated February 23, 2026.
99.2	Investor Presentation, dated February 23, 2026.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

* Schedules and exhibits to this exhibit have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Martin Marietta hereby undertakes to furnish copies of any of the omitted schedules and exhibits upon request by the SEC.

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: February 23, 2026

By: /s/ Sara W. Brown
Name: Sara W. Brown
Title: Deputy General Counsel and Assistant Corporate Secretary



MARTIN MARIETTA COMPLETES ASSET EXCHANGE WITH QUIKRETE HOLDINGS, INC

Raleigh, N.C. (February 23, 2026) – Martin Marietta Materials, Inc. (NYSE: MLM) (Martin Marietta or the Company) today announced the completion of its previously announced asset exchange with Quikrete Holdings, Inc. (QUIKRETE) on February 23, 2026.

Under the terms of the transaction, Martin Marietta acquired aggregates operations producing approximately 20 million tons annually in Virginia, Missouri, Kansas and Vancouver, British Columbia, along with \$450 million in cash. In exchange, QUIKRETE acquired the Company's Midlothian cement plant, related cement terminals and Texas ready-mixed concrete assets and certain nonoperating land.

Ward Nye, Chair, President and CEO of Martin Marietta stated, "This portfolio-enhancing transaction establishes new growth platforms in key SOAR-target markets while further strengthening our differentiated Central Division footprint. Through a tax-efficient exchange of cyclical cement and ready-mixed concrete assets for the largest aggregates acquisition in our Company's history, we are enhancing the durability of our earnings while preserving ample balance sheet capacity to extend our long track record of disciplined strategic plan execution and compelling shareholder value creation.

"As the capstone to our SOAR 2025 plan, this transaction accelerates our aggregates-led product strategy and completes a pivotal phase of portfolio transformation, positioning Martin Marietta exceptionally well to pursue core, growth-focused M&A opportunities as we launch SOAR 2030."

Updated 2026 Outlook

The Company's updated 2026 Guidance below reflects continuing operations inclusive of contributions from the QUIKRETE transaction as of the close date and the Minnesota aggregates and FOB asphalt assets acquired from CRH in December 2025.

2026 UPDATED GUIDANCE

<i>(Dollars in Millions)</i>	Midpoint
Revenues	\$ 7,160
Adjusted EBITDA from continuing operations ¹	\$ 2,430
Capital expenditures	\$ 575
Aggregates	
Volume % growth ²	12.0%
Organic Volume % growth ²	2.0%
ASP % growth ³	2.5%
Organic ASP % growth ³	5.0%

¹ Non-GAAP financial measure. A reconciliation for 2026 Adjusted EBITDA from continuing operations guidance is not available without unreasonable effort due to the inherent difficulty in forecasting and quantifying the individual impacts of various purchase accounting adjustments and acquisition, divestiture and integration-related expenses, as well as comparable GAAP measures and related adjustments that would be necessary for such a reconciliation.

² Volume change is based on total aggregates shipments and is in comparison to 2025 shipments of 198.5 million tons.

³ ASP change is based on aggregates average selling price and is in comparison to 2025 ASP of \$23.30 per ton.

About Martin Marietta

Martin Marietta, a member of the S&P 500 Index, is an American-based company and a leading supplier of aggregates and other building materials. Through a network of operations spanning 28 states, Canada and The Bahamas, dedicated Martin Marietta teams supply the resources necessary for building the solid foundations on which our communities thrive. Martin Marietta's Specialties business provides high-purity magnesia and dolomitic lime products used worldwide in environmental, industrial, agricultural and other specialty applications. For more information, visit www.martinmarietta.com or www.magnesiaspecialties.com.

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This release contains forward-looking statements within the meaning of federal securities law. Statements and assumptions on future revenues, income and cash flows, performance and economic trends, 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 historical 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.

Statements regarding the QUIKRETE transaction contain forward-looking statements that are based on current expectations and assumptions and are subject to risks and uncertainties. Actual results may differ materially from those expressed or implied due to various factors including, but not limited to: transaction costs, integration challenges, market conditions, and other risks described in the Company's Securities and Exchange Commission (SEC) filings.

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, 2025, and other periodic filings made with the SEC. 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. The Company assumes no obligation to update any such forward-looking statements.



ASSET EXCHANGE
SUPPLEMENTAL INFORMATION

February 23, 2026



Statement Regarding Safe Harbor for Forward-Looking Statements

Investors are cautioned that all statements herein that relate to the future involve risks and uncertainties and are based on assumptions that the Company believes in good faith are reasonable but which may be materially different from actual results. These statements, which are forward-looking statements under the Private Securities Litigation Reform Act of 1995, provide the investor with the Company's expectations or forecasts of future events. You can identify these statements by the fact that they do not relate only to historical or current facts. They may use words such as "guidance", "anticipate", "may", "expect", "should", "believe", "will", and other words of similar meaning in connection with future events or future operating or financial performance. Any or all of the Company's forward-looking statements here and in other publications may turn out to be wrong.

Non-GAAP Financial Measures

This material contains financial measures that are not prepared in accordance with United States generally accepted accounting principles (GAAP). The Appendix contains reconciliations of these non-GAAP financial measures to the closest GAAP measures. Management believes these non-GAAP measures are commonly used by investors to evaluate the Company's performance and, when read in conjunction with the Company's consolidated financial statements, present a useful tool to evaluate the Company's ongoing business performance from period to period and anticipated performance. Additionally, these are some of the factors the Company uses in internal evaluations of the overall performance of its businesses. Management acknowledges that many factors impact reported results, and the adjustments in these non-GAAP measures do not account for all such factors. Furthermore, these non-GAAP measures may not be comparable to similarly titled measures used by other companies.

Results and Trends

Results and trends described in this Supplemental Information may not necessarily be indicative of the Company's future performance.



ASSET EXCHANGE IMPROVES PRODUCT MIX, MARGIN PROFILE AND EARNINGS DURABILITY

TAX-EFFICIENT ENHANCEMENT OF OUR CORE AGGREGATES PORTFOLIO

\$3.0B of Divestiture Assets Used As Consideration...

- ◇ N. Texas Cement
- ◇ N. Texas Ready Mix Concrete



...for ~20M Tons
Of High-Margin Annual Aggregates Production in Targeted Geographies



+ \$450 Million Cash

DIVESTITURE VALUE
(net of cash taxes)

\$2.8B

ACQUISITION VALUE

\$2.6B

STRATEGIC RATIONALE

- ◇ Expands geographic diversification and complements existing differentiated Central Division footprint
- ◇ Reduces cyclical product exposure while simultaneously enhancing contribution from secular aggregates product line
- ◇ Meaningful synergies expected through unit EBITDA normalization
- ◇ Structured land and mineral exchange under Section 1031 of the Internal Revenue Code enhances tax efficiency
- ◇ Maintains balance sheet strength for future growth

AGGREGATES CONTRIBUTION TO REPORTABLE SEGMENT GROSS PROFIT

Start of SOAR 2025

~75%

For the year ended
December 31, 2020

End of SOAR 2025

~90%

Giving effect as if Transactions¹
all closed on January 1, 2025

VS.



1. Premier Magnesia, LLC (Premier) acquisition, the asset exchange with Quikrete Holdings, Inc. (QUIKRETE) and the acquisition of Minnesota aggregates and FOB asphalt assets from CRH, are collectively referred to as the "Transactions".

2026 GUIDANCE UPDATED TO REFLECT NET PORTFOLIO ACTIONS

2026 UPDATED GUIDANCE ¹	2026 CONSENSUS	2026 UPDATED AGGREGATES GUIDANCE ¹	2026 ORGANIC AGGREGATES GUIDANCE
\$7.16B Revenues	\$6.89B Revenues ³	222M Shipment Tons +12.0% ⁴	202M Organic Shipment Tons +2.0% ⁴
\$2.43B Adjusted EBITDA From Continuing Operations ²	\$2.43B Adjusted EBITDA ³	\$23.89 Average Selling Price (ASP) +2.5% ⁴ <i>(Inclusive of 250-basis-point acquisition headwinds)</i>	\$24.47 Organic ASP +5.0% ⁴



1. 2026 Updated Guidance reflects continuing operations and includes estimated contributions from the Transactions as of their respective closing dates.
2. Non-GAAP financial measure. A reconciliation for 2026 Adjusted EBITDA from continuing operations guidance is not available without unreasonable effort due to the inherent difficulty in forecasting and quantifying the individual impacts of various purchase accounting adjustments and acquisition, divestiture and integration-related expenses, as well as comparable GAAP measures and related adjustments that would be necessary for such a reconciliation.
3. Reflects FactSet mean consensus estimates as of February 22, 2026.
4. Volume changes are in comparison to 2025 shipments of 198.5 million tons and ASP changes are in comparison to 2025 ASP of \$23.30 per ton.

