

**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  
(Address of principal executive offices)

Martin Marietta Amended and Restated Stock-Based Award Plan  
(Full title of the plan)

Roselyn R. Bar  
Executive Vice President, General Counsel and Secretary  
Martin Marietta Materials, Inc.  
2710 Wycliff Road  
Raleigh, North Carolina 27607  
(919) 781-4550  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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
Common Stock, \$.01 par value per share	800,000 shares	\$191.23	\$152,984,000.00	\$15,405.49

(1) Represents the additional shares of common stock of Martin Marietta Materials, Inc. issuable pursuant to the Martin Marietta Amended and Restated Stock-Based Award Plan (the "Stock Plan"). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also relates to an indeterminate number of additional shares of common stock issuable with respect to the shares registered hereunder in the event of a stock split, stock dividend or other similar transaction.

(2) In accordance with Rule 457(h)(1) of the Securities Act, the price for the shares is computed on the basis of the average high and low prices for the common stock of Martin Marietta Materials, Inc. on May 27, 2016 as reported on the New York Stock Exchange.

---

## INCORPORATION BY REFERENCE

This Registration Statement registers 800,000 additional shares of common stock of Martin Marietta Materials, Inc. (the “Company”) under the Martin Marietta Amended and Restated Stock-Based Award Plan, as amended (the “Stock Plan”), for which shares have previously been registered on Form S-8 (Registration No. Form S-8 No. 333-79039) (the “Prior Registration Statement”). The contents of the Prior Registration Statement are hereby incorporated by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Raleigh, North Carolina, on the 31<sup>st</sup> day of May 2016.

**MARTIN MARIETTA MATERIALS, INC.**

By: /s/ Roselyn R. Bar

Roselyn R. Bar

Executive Vice President, General Counsel and Secretary

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each of the undersigned officers and directors of the Company hereby severally constitutes and appoints Roselyn R. Bar and M. Guy Brooks, III and each of them, their true and lawful attorneys-in-fact for the undersigned, in any and all capacities, each with full power of substitution to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ C. Howard Nye</u> C. Howard Nye	Chairman of the Board, President and Chief Executive Officer	May 31, 2016
<u>/s/ Anne H. Lloyd</u> Anne H. Lloyd	Executive Vice President and Chief Financial Officer	May 31, 2016
<u>/s/ Dana F. Guzzo</u> Dana F. Guzzo	Senior Vice President, Chief Accounting Officer and Controller	May 31, 2016
<u>/s/ Sue W. Cole</u> Sue W. Cole	Director	May 31, 2016
<u>/s/ David G. Maffucci</u> David G. Maffucci	Director	May 31, 2016
<u>/s/ William E. McDonald</u> William E. McDonald	Director	May 31, 2016
<u>/s/ Laree E. Perez</u> Laree E. Perez	Director	May 31, 2016
<u>/s/ Michael J. Quillen</u> Michael J. Quillen	Director	May 31, 2016

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dennis L. Rediker</u> Dennis L. Rediker	Director	May 31, 2016
<u>/s/ Donald W. Slager</u> Donald W. Slager	Director	May 31, 2016
<u>/s/ Stephen P. Zelnak, Jr.</u> Stephen P. Zelnak, Jr.	Director	May 31, 2016

## INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Page</u>
4.1	Martin Marietta Amended and Restated Stock-Based Award Plan (incorporated by reference to Appendix D to the Proxy Statement on Schedule 14A filed by Martin Marietta Materials, Inc. on April 20, 2016 (File No. 1-12744))
4.2	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.01 to the Martin Marietta Materials, Inc. registration statement on Form S-1 (SEC Registration No. 33-72648))
5.	Opinion of Robinson Bradshaw & Hinson, P.A. to the legality of securities issuable under the Stock Plan.
23.1	Consent of Ernst & Young LLP, Independent Auditors for Martin Marietta Materials, Inc. and consolidated subsidiaries for the year ended December 31, 2015.
23.2	Consent of Robinson Bradshaw & Hinson, P.A. (contained in Exhibit 5)
24.	Powers of Attorney (included on signature page).



May 31, 2016

Martin Marietta Materials, Inc.  
2710 Wycliff Road  
Raleigh, North Carolina 27607

Re: Registration statement on Form S-8 of Martin Marietta Materials, Inc. relating to the Martin Marietta Amended and Restated Stock-Based Award Plan

Ladies and Gentlemen:

We have served as counsel to Martin Marietta Materials, Inc., a North Carolina corporation (the "Corporation"), in connection with the preparation by the Corporation of a registration statement on Form S-8 (the "Registration Statement") for filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), relating to the offer and sale of up to 800,000 shares of the Corporation's common stock, \$.01 par value per share (the "Shares"), to be issued by the Corporation pursuant to the Martin Marietta Amended and Restated Stock-Based Award Plan (the "Plan").

We have examined the Plan, the Restated Articles of Incorporation of the Corporation, as amended (the "Charter"), the Restated Bylaws of the Corporation (the "Bylaws"), and such other corporate and other documents and records and certificates of public officials as we have deemed necessary or appropriate for the purposes of 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 Corporation and those officers and employees who may receive awards under the Plan will have complied with the relevant requirements of the Plan 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 the Shares, if and when originally issued and sold by the Corporation pursuant to the terms and conditions of the Plan, and upon payment of the consideration payable therefor pursuant to the Plan, will be legally issued, fully paid and nonassessable and will represent validly authorized and outstanding shares of common stock of the Corporation.

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.

ROBINSON, BRADSHAW & HINSON, P.A. : [robinsonbradshaw.com](http://robinsonbradshaw.com)  
Charlotte Office : 101 N. Tryon St., Ste. 1900, Charlotte, NC 28246 : 704.377.2536

The opinions expressed herein are contingent upon the Registration Statement becoming effective under the Act.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act. 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,

ROBINSON, BRADSHAW & HINSON, P.A.

/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 Martin Marietta Amended and Restated Stock-Based Award Plan of our reports dated February 23, 2016, 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, 2015, 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  
May 31, 2016