
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

June 21, 2017

Date of report (Date of earliest event reported)

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.)

2710 Wycliff Road, Raleigh, North Carolina

(Address of Principal Executive Offices)

27607

(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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 22, 2017, Martin Marietta Materials, Inc. (the “Company”) announced that Anne H. Lloyd, Executive Vice President and Chief Financial Officer, will be retiring from the Company. Ms. Lloyd is working closely with the Company to ensure a smooth transition of her responsibilities over the next several months. Also on June 22, 2017, the Board of Directors of the Company appointed James A. J. Nickolas to be the Company’s next Senior Vice President and Chief Financial Officer, effective mid-August 2017.

Mr. Nickolas, 46, is currently serving as the Head of the Corporate Development group at Caterpillar Inc. (“Caterpillar”). He has served in this position since January 2017. Prior to this position, he served as Group Chief Financial Officer of the Resources Industries segment of Caterpillar from October 2014 to December 2016. From December 2012 to September 2014, Mr. Nickolas served as Group Chief Financial Officer of Caterpillar’s Global Mining business unit. From February 2011 to November 2012, Mr. Nickolas served as Director of Integration of Caterpillar.

In connection with his hire, on June 12, 2017, the Company and Mr. Nickolas entered into an offer letter (the “Offer Letter”). Pursuant to the Offer Letter, Mr. Nickolas will receive an annual base salary of \$470,000. He will be eligible for a cash award under the Company’s annual incentive compensation plan with a target award of 75% of his base salary. In addition, Mr. Nickolas will receive a one-time grant of restricted stock units with a grant date fair value of \$1,410,000, which will vest over a five year period. Mr. Nickolas will also enter in an Employment Protection Agreement with the Company in substantially the same form as the form of Employment Protection Agreement filed as Exhibit 10.01 to the Company’s Current Report on Form 8-K filed on August 19, 2008.

The foregoing description of the Offer Letter should be read in conjunction with, and is qualified in its entirety by reference to, the Offer Letter, a copy of which will be filed with the Company’s quarterly report on Form 10-Q for the fiscal quarter ended June 30, 2017. A copy of the press release issued by the Company announcing the retirement of Ms. Lloyd from the Company and the appointment of Mr. Nickolas is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 9.01. Financial Statements and Exhibits.

| Exhibit Number | Description |
|-----------------------|-----------------------------------|
| 99.1 | Press Release dated June 22, 2017 |

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: June 22, 2017

By: /s/ Roselyn R. Bar

Name: Roselyn R. Bar

Title: Executive Vice President, General Counsel
and Corporate Secretary

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|-----------------------------------|
| 99.1 | Press Release dated June 22, 2017 |

MARTIN MARIETTA ANNOUNCES CHIEF FINANCIAL OFFICER TRANSITION

RALEIGH, N.C. (June 22, 2017) – Martin Marietta Materials, Inc. (NYSE: MLM) announced today that Anne H. Lloyd will retire as Executive Vice President and Chief Financial Officer, effective mid-August, 2017. Ms. Lloyd will remain with the company through September to ensure a smooth transition.

The Board of Directors has identified James A. J. Nickolas as Ms. Lloyd's successor, effective in mid-August. He will serve as Senior Vice President and Chief Financial Officer and will report to C. Howard (Ward) Nye, Chairman, President and CEO. Mr. Nickolas most recently led the Corporate Development group at Caterpillar Inc., and previously served as Group Chief Financial Officer of the Resources Industries segment and the Global Mining division of Caterpillar.

Mr. Nye stated, "For the last twelve years, Anne has played an integral role in helping Martin Marietta deliver exceptional returns to our shareholders as we executed our strategic plan. She has been instrumental in managing the company's balance sheet in a manner that allowed us to sensibly and successfully pursue value-enhancing organic and external growth opportunities. We deeply appreciate Anne's innumerable contributions to the company, including the key role she has played in positioning Martin Marietta for continued growth and value creation. On behalf of the Board of Directors, management team and all employees, I wish her all the best and thank her for her commitment to working closely with Jim to achieve a seamless transition."

Ms. Lloyd, 56, joined Martin Marietta in 1998 as Vice President and Controller. She was named Chief Accounting Officer in 1999 and was promoted to CFO in 2005. She was named Executive Vice President in 2009. As CFO, she has led the financial areas of Martin Marietta, including financial reporting, accounting, internal audit, investor relations, tax and treasury.

Mr. Nye continued, "We are excited about Jim joining Martin Marietta. He brings valuable expertise to the already strong senior leadership team, including deep knowledge of financial management, mining and materials, and M&A execution and integration. We look forward to working closely with him to leverage his energy and talents to further enhance our performance and extend our track-record of superior shareholder value creation."

About James A. J. Nickolas

Mr. Nickolas, 46, has held finance, accounting, tax and M&A leadership roles for more than fifteen years. He will join Martin Marietta from Caterpillar Inc., the world's leading manufacturer of construction and mining equipment, diesel and natural gas engines, industrial gas turbines and diesel-electric locomotives, where he currently serves as the head of Corporate Development. Previously, as Group Chief Financial Officer of Caterpillar's Resources Industries segment, which had group revenues of \$6 billion focused on the manufacture and sale of mining equipment, Mr. Nickolas was responsible for financial planning and reporting, internal controls, compliance and M&A activity. Prior to that, he served as Group Chief Financial Officer of Caterpillar's Global Mining business unit, where he also managed the internal audit and treasury functions. Before joining Caterpillar in 2008, Mr. Nickolas was Executive Director at J.P. Morgan Securities Inc., where he worked on originating and executing debt and equity capital raising and mergers and acquisitions. Mr. Nickolas began his professional career as a Certified Public Accountant at Coopers & Lybrand where he was a senior tax associate. He holds a BS degree in Accounting from the University of Illinois at Urbana-Champaign and both an MBA in Finance and a JD degree from the University of Chicago.

About Martin Marietta

Martin Marietta is an American-based company and a leading supplier of building materials, including cement, ready mixed concrete and asphalt. Through a network of operations spanning 29 states, Canada, The Bahamas, and the Caribbean Islands, dedicated Martin Marietta teams supply the resources necessary for building the solid foundations on which our communities thrive. Martin Marietta's Magnesia Specialties business provides a full range of magnesium oxide, magnesium hydroxide and dolomitic lime products. For more information, visit www.martinmarietta.com or www.magnesiaspecialties.com.