



- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 8.01 — OTHER EVENTS

On December 22, 2014, Martin Marietta Materials, Inc. issued a press release announcing that its offers to exchange all of its outstanding Floating Rate Senior Notes due 2017 (the “Original 2017 Notes”) for its Floating Rate Senior Notes due 2017, which are registered under the Securities Act of 1933, as amended (the “Securities Act”) and all of its outstanding 4.250% Senior Notes due 2024 (the “Original 2024 Notes” and, together with the Original 2017 Notes, the “Original Notes”) for its 4.250% Senior Notes due 2024, which are registered under the Securities Act, expired on December 19, 2014 at 5:00 p.m., New York City time. As of the expiration date, \$300,000,000 aggregate principal amount of the Original 2017 Notes and \$400,000,000 aggregate principal amount of the Original 2024 Notes had been validly tendered and not validly withdrawn. Martin Marietta Materials, Inc. accepted for exchange all of the validly tendered and not validly withdrawn Original Notes, and settlement will be made in accordance with the terms of the exchange offer. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01 — FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated December 22, 2014

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.

(Registrant)

Date: December 22, 2014

By: /s/ Roselyn R. Bar

Name: Roselyn R. Bar

Title: Senior Vice President, General  
Counsel and

Corporate Secretary

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EXHIBIT INDEX

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99.1	Press Release dated December 22, 2014