

MARTIN MARIETTA MATERIALS INC  
Form S-8  
May 31, 2016

As filed with the Securities and Exchange Commission on May 31, 2016

Registration No. 333-

**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)**

**2710 Wycliff Road**

**Raleigh, North Carolina 27607**

**56-1848578**  
**(I.R.S. Employer**  
**Identification No.)**

(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**

<b>Title of Securities</b>	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	<b>Amount of</b>
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<b>to be registered</b>	<b>to be registered (1)</b>	<b>maximum offering price per share (2)</b>	<b>Maximum Aggregate offering price (2)</b>	<b>Registration fee</b>
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

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**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.

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

Michael J. Quillen

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

**INDEX TO EXHIBITS**

Exhibit No.	Page
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).