

Vulcan Materials CO
Form S-4
October 19, 2018

As filed with the Securities and Exchange Commission on October 19, 2018

Registration No. 333-

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

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VULCAN MATERIALS COMPANY

(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction of
incorporation or organization)

1400
(Primary Standard Industrial Classification
Code Number)

20-8579133
(I.R.S. Employer
Identification Number)

1200 Urban Center Drive
Birmingham, Alabama 35242

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(205) 298-3000

(Address, Including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Jerry F. Perkins Jr.

General Counsel and Secretary

1200 Urban Center Drive

Birmingham, Alabama 35242

(205) 298-3000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copy to:

Sudhir N. Shenoy, Esq.

Womble Bond Dickinson (US) LLP

301 S. College Street, Suite 3500

Charlotte, North Carolina 28202

(704) 331-4900

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price (1)	Amount of registration fee (2)
4.70% Notes due 2048	\$460,949,000	100%	\$460,949,000	\$55,868

(1) This registration statement covers the maximum principal amount of notes of the Registrant that may be issued in connection with the exchange offer described herein.

(2) Calculated pursuant to Rule 457(f)(2) under the Securities Act of 1933.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. We may not complete the exchange offer and issue these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion, dated October 19, 2018

PRELIMINARY PROSPECTUS

\$460,949,000

OFFER TO EXCHANGE

New \$460,949,000 4.70% Notes due 2048

that have been registered under the Securities Act of 1933

for

\$460,949,000 4.70% Notes due 2048

The Exchange Offer will expire at 5:00 p.m., New York City time,

On _____, 2018, unless extended.

The Exchange Notes:

We are offering to exchange:

New \$460,949,000 4.70% Notes due 2048 (the new notes) that have been registered under the Securities Act of 1933, as amended (the Securities Act), for outstanding unregistered \$460,949,000 4.70% Notes due 2048 (the old notes and, together with the new notes, the notes).

The terms of the new notes offered in the exchange offer are substantially identical to the terms of the old notes, except that the new notes will be registered under the Securities Act and certain transfer restrictions, registration rights and additional interest provisions relating to the old notes do not apply to the new notes.

Material Terms of the Exchange Offer:

The exchange offer expires at 5:00 p.m., New York City time, on _____, 2018, unless extended.

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Upon expiration of the exchange offer, all old notes that are validly tendered and not validly withdrawn will be exchanged for an equal principal amount of the new notes.

You may withdraw tendered old notes at any time prior to the expiration of the exchange offer.

The exchange offer is not subject to any minimum tender condition, but is subject to customary conditions.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it may be a statutory underwriter and that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of such new notes. The Letter of Transmittal accompanying this prospectus states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities.

There is no existing public market for the old notes or the new notes. We do not intend to list the new notes on any securities exchange or quotation system.

Investing in the new notes involves risks. See Risk Factors beginning on page 8.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or the accuracy of this prospectus. Any representation to the contrary is a criminal offense.

Prospectus dated _____, 2018

TABLE OF CONTENTS

<u>SUMMARY</u>	1
<u>RISK FACTORS</u>	8
<u>USE OF PROCEEDS</u>	11
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	12
<u>THE EXCHANGE OFFER</u>	13
<u>DESCRIPTION OF THE NEW NOTES</u>	22
<u>BOOK ENTRY; DELIVERY AND FORM</u>	36
<u>MATERIAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS</u>	39
<u>PLAN OF DISTRIBUTION</u>	40
<u>LEGAL MATTERS</u>	41
<u>EXPERTS</u>	41
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	41
<u>INCORPORATION BY REFERENCE</u>	41

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained or incorporated by reference in this prospectus. You must not rely on any unauthorized information or representations. This prospectus does not offer to sell or ask for offers to buy any securities other than those to which this prospectus relates and it does not constitute an offer to sell or ask for offers to buy any of the securities in any jurisdiction where any such offer is unlawful, where the person making such offer is not qualified to do so, or to any person who cannot legally be offered the securities.

This exchange offer is not being made to, nor will we accept surrenders for exchange from, holders of old notes in any jurisdiction in which this exchange offer or the acceptance thereof would not be in compliance with the securities or blue sky laws of such jurisdiction.

We have filed with the U.S. Securities and Exchange Commission (SEC) a registration statement on Form S-4 with respect to the new notes. This prospectus, which forms part of the registration statement, does not contain all the information included in the registration statement, including its exhibits. Further, this prospectus incorporates important business and financial information about us by reference to other documents filed with the SEC. For further information about us and the notes described in this prospectus, as well as our business and financial information, you should refer to the registration statement, its exhibits, and the documents incorporated by reference herein. In addition, statements we make in this prospectus about certain contracts or other documents are not necessarily complete. When we make such statements, we refer you to the copies of the contracts or documents that are filed as exhibits to the registration statement, because those statements are qualified in all respects by reference to those exhibits. The registration statement, including the exhibits and schedules, as well as the other documents incorporated by reference herein, are available at the SEC's website at www.sec.gov.

You may also obtain this information without charge by writing or telephoning us. See [Where You Can Find More Information](#) and [Incorporation by Reference](#) below.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus, including the documents incorporated herein by reference, contains forward-looking statements that relate to our plans, objectives, representations and contentions, which statements are not historical facts and typically are identified by the use of terms such as may, will, should, could, expect, plan, anticipate, believe, estimate, predict, potential, continue and similar words, although some statements are expressed differently. Forward-looking statements represent management's judgment and expectations at the time such statements are made, but our actual results, events and performance could differ materially from those statements included in this prospectus or in the documents incorporated herein by reference. We do not intend to update any of these forward-looking statements or publicly announce the results of any revisions to these forward-looking statements, other than as is required under U.S. federal securities laws. Our business is subject to numerous risks and uncertainties, including, but not limited to (i) those associated with general economic and business conditions; (ii) the timing and amount of federal, state and local funding for infrastructure; (iii) changes in our effective tax rate; (iv) the increasing reliance on information technology infrastructure for our ticketing, procurement, financial statements and other processes could adversely affect operations in the event that the infrastructure does not work as intended, experiences technical difficulties or is subjected to cyber-attacks; (v) the impact of the state of the global economy on our businesses and financial condition and access to capital markets; (vi) changes in the level of spending for private residential and private nonresidential construction; (vii) the highly competitive nature of the construction materials industry; (viii) the impact of future regulatory or legislative actions, including those relating to climate change, wetlands, greenhouse gas emissions, the definition of minerals, tax policy or international trade; (ix) the outcome of pending legal proceedings; (x) pricing of our products; (xi) weather and other natural phenomena; (xii) energy costs; (xiii) costs of hydrocarbon-based raw materials; (xiv) healthcare costs; (xv) the amount of long-term debt and interest expense we incur; (xvi) changes in interest rates; (xvii) volatility in pension plan asset values and liabilities, which may require cash contributions to the pension plans; (xviii) the impact of environmental clean-up costs and other liabilities relating to existing and/or divested businesses; (xix) our ability to secure and permit aggregates reserves in strategically located areas; (xx) our ability to manage and successfully integrate acquisitions; (xxi) the effect of changes in tax laws, guidance and interpretations, including those related to the Tax Cuts and Jobs Act that was enacted in December 2017; (xxii) significant downturn in the construction industry may result in the impairment of goodwill or long-lived assets; (xxiii) changes in technologies, which could disrupt the way we do business and how our products are distributed; and (xxiv) other assumptions, risks and uncertainties detailed from time to time in the reports filed by us with the SEC. We disclaim and do not undertake any obligation to update or revise any forward-looking statement in this document except as required by law. These and other risks and uncertainties, which are described in more detail under Item 1A, Risk Factors in our most recent Annual Report on Form 10-K and in other reports and statements that we file with the SEC, could cause actual results and developments to be materially different from those expressed or implied by any of these forward-looking statements.

All subsequent written and oral forward-looking statements concerning the Company or other matters attributable to the Company or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements above. You are cautioned not to place undue reliance on these forward-looking statements. Please review Risk Factors in this prospectus and our SEC filings incorporated by reference in this prospectus for a discussion of the factors, risks and uncertainties that could affect our future results.

SUMMARY

This summary highlights selected information from this prospectus and is therefore qualified in its entirety by the more detailed information appearing elsewhere, or incorporated by reference, in this prospectus. It may not contain all the information that is important to you. We urge you to read carefully this entire prospectus and the other documents to which it refers to understand fully the terms of the new notes. All references in this prospectus to Vulcan, the Company, our company, we, us, our, and similar terms refer to Vulcan Materials Company, a Jersey corporation, and its subsidiaries on a consolidated basis.

Our Business

We are the nation's largest supplier of construction aggregates (primarily crushed stone, sand and gravel), with coast-to-coast aggregates operations, and are a major producer of asphalt mix and ready-mixed concrete. We operated 375 aggregates facilities and had an estimated 16.0 billion tons of permitted and proven or probable aggregates reserves as of December 31, 2017. The bulk of these reserves are located in areas where we expect greater than average rates of growth in population, households and employment, which require new infrastructure, housing, offices, schools and other development. We believe our large, geographically diverse and strategically located footprint represents an unmatched and distinctive set of assets that support the growth of the U.S. economy. This positioning is supported by our control of the largest proven and probable reserve base in the U.S. These factors allow us to provide attractive unit profitability through our strong operating expertise and price discipline. For the six month period ended June 30, 2018, we generated total revenues and Adjusted EBITDA of approximately \$2,054.6 million and \$492.7 million, respectively.

Our primary focus is serving states and metropolitan markets in the U.S. that are expected to experience the most significant growth in population, households and employment. These three demographic factors are significant drivers of demand for construction activity and, as a result, demand for aggregates. Vulcan-served states are estimated to experience 79% of U.S. population growth, 70% of U.S. household formation growth and 64% of new job growth between 2018 and 2028. The location of our permitted reserves is critical to our long-term success because of barriers to entry in some markets created by zoning and permitting regulations and high transportation costs. Zoning and permitting restrictions could curtail expansion of the number of quarries in certain areas, particularly in certain closer-to-market urban and suburban areas, but could also increase the value of our reserves at existing locations. High transportation costs can serve as a barrier to entry given the high weight-to-value ratio of aggregates. Therefore, in most cases, aggregates must be produced near where they are used; if not, transportation can cost more than the materials themselves. The majority of our reserves are located close to our local markets, with approximately 95% of our total aggregates volumes shipped by truck.

The primary end uses of our products include public construction, such as highways, bridges, airports, schools and prisons, as well as private nonresidential (e.g., manufacturing, retail, offices, industrial and institutional) and private residential construction (e.g., single family houses, duplexes, apartment buildings and condominiums). Publicly-funded construction accounted for 46% of our total aggregates shipments during the year ended December 31, 2017. We experience relatively stable demand from the public sector as publicly funded projects tend to receive more consistent levels of funding throughout economic cycles. Customers for our products include heavy construction and paving contractors; commercial building contractors; concrete products manufacturers; residential building contractors; state, county and municipal governments; railroads and electric utilities. We maintain a very broad and diverse customer base, with no significant customer concentration: our top five customers for the year ended December 31, 2017 accounted for only 7.3% of our total revenues and no single customer accounted for more than 2.4% of our total revenues.

Our principal executive office is located at 1200 Urban Center Drive, Birmingham, Alabama 35242 and our telephone number is (205) 298-3000.

Risk Factors

Our success in achieving our objectives and expectations is dependent upon, among other things, general economic conditions, competitive conditions and certain other factors that are specific to our company and/or the markets in which we operate. These factors are set forth in detail under the heading **Risk Factors** in this prospectus and under the caption **Risk Factors** in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017. We encourage you to review carefully these risk factors and any other risk factors in our SEC filings that are incorporated herein by reference. Furthermore, this prospectus contains forward-looking statements that involve risks, uncertainties and assumptions. Actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including, but not limited to, those factors under the headings **Risk Factors** and **Special Note Regarding Forward-Looking Statements**.

The Exchange Offer

Below is a summary of the material terms of the exchange offer. We are offering to exchange the new notes for the old notes. The terms of the new notes offered in the exchange offer are substantially identical to the terms of the old notes, except that the new notes will be registered under the Securities Act and certain transfer restrictions, registration rights and additional interest provisions relating to the old notes do not apply to the new notes. For more information, see **The Exchange Offer**, which contains a more detailed description of the terms and conditions of the exchange offer.

Background

On February 23, 2018, we completed a private placement of \$350,000,000 aggregate principal amount of 4.70% Notes due 2048. As part of that offering, we entered into a registration rights agreement with the initial purchasers of the old notes in which we agreed, among other things, to complete this exchange offer for the old notes. On March 7, 2018, we issued an additional \$110,701,000 aggregate principal amount of the 4.70% Notes due 2048, and on March 21, 2018, we issued an additional \$248,000 aggregate principal amount of the 4.70% Notes due 2048, each in connection with the early retirement via exchange offer of a like amount of the 7.15% Notes due 2037. These additional old notes, which constituted a further issuance of, and formed a single series with the old notes issued in February 2018, are also subject to the registration rights agreement.

Old Notes

\$460,949,000 4.70% Notes due 2048 that have not been registered under the Securities Act.

New Notes

\$460,949,000 4.70% Notes due 2048 that have been registered under the Securities Act.

The Exchange Offer

We are offering to issue registered new notes in exchange for a like principal amount and like denomination of our unregistered old notes. We are offering to issue these registered new notes to satisfy our obligations under the registration rights agreement. You may tender your old notes for exchange by following the procedures described below and in the section entitled **The Exchange Offer** in this prospectus.

Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2018, unless we extend the exchange offer.
Procedures for Tendering	If you decide to exchange your old notes for new notes, you must acknowledge that you are not engaging in, and do not intend to engage in, a distribution of the new notes. To tender old notes, you must complete and sign the letter of transmittal accompanying this prospectus (the Letter of Transmittal) in accordance with the instructions contained in it and forward it by mail, email, facsimile or hand delivery, as applicable, together with any other documents required by the Letter of Transmittal, to the exchange agent, either with the old notes to be tendered or in compliance with the specified procedures for guaranteed delivery of old notes. Certain brokers, dealers, commercial banks, trust companies and other nominees may also effect tenders by book-entry transfer. Holders of old notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee are urged to contact such person promptly if they wish to tender old notes pursuant to the exchange offer. See The Exchange Offer Exchange Offer Procedures, The Exchange Offer Book-Entry Transfers and The Exchange Offer Guaranteed Delivery Procedures.
Withdrawal	You may withdraw any old notes that you tender for exchange at any time prior to the expiration of the exchange offer. See The Exchange Offer Withdrawal Rights.
Acceptance of Old Notes for Exchange; Issuance of New Notes	Subject to certain conditions, we intend to accept for exchange any and all old notes that are properly tendered in the exchange offer before the expiration time. If we decide for any reason not to accept any old notes you have tendered for exchange, those old notes will be returned to you without cost promptly after the expiration or termination of the exchange offer. The new notes will be delivered promptly after the expiration time. See The Exchange Offer Acceptance of Old Notes for Exchange; Delivery of New Notes Issued in the Exchange Offer.
Conditions to the Exchange Offer	The exchange offer is subject to customary conditions, some of which we may waive in our sole discretion. The exchange offer is not conditioned upon any minimum principal amount of old notes being tendered for exchange. See The Exchange Offer Conditions to the Exchange Offer.
Consequences of Exchanging Old Notes	Based on interpretations by the staff of the SEC, as detailed in a series of no-action letters issued by the SEC to third parties, we believe that you may offer for resale, resell or otherwise transfer the new notes that we issue in the exchange offer without complying with the registration and prospectus delivery requirements of the Securities Act if you: acquire the new notes in the ordinary course of your business;

are not participating, do not intend to participate and have no arrangement or understanding with any person to participate in a distribution of the new notes; and

you are not an affiliate of Vulcan, as defined in Rule 405 of the Securities Act.

If any of these conditions is not satisfied and you transfer any new notes issued to you in the exchange offer without delivering a proper prospectus or without qualifying for a registration exemption, you may incur liability under the Securities Act. We will not be responsible for or indemnify you against any liability you may incur. Any broker-dealer that acquires new notes in the exchange offer for its own account in exchange for old notes which it acquired through market-making or other trading activities must acknowledge that it may be a statutory underwriter and that it will deliver a prospectus when it resells or transfers any new notes issued in the exchange offer. See The Exchange Offer Consequences of Exchanging Old Notes and Plan of Distribution.

Consequences of Failure to Exchange Old Notes

All untendered old notes or old notes that are tendered but not accepted will continue to be subject to the restrictions on transfer set forth in the old notes and in the indenture, dated as of February 23, 2018, between the Company and Regions Bank, as trustee (the Indenture) under which the old notes were issued. In general, you may offer or sell your old notes only if they are registered under, or offered or sold under an exemption from, the Securities Act and applicable state securities laws. Other than in connection with the exchange offer, we do not anticipate that we will register the old notes under the Securities Act. If you do not participate in the exchange offer, the liquidity of your old notes could be adversely affected. See The Exchange Offer Consequences of Failure to Exchange Old Notes.

Interest on Old Notes Exchanged in the Exchange Offer

On the record date for the first interest payment date for the new notes offered hereby following the consummation of the exchange offer, holders of such new notes will receive interest accruing from the most recent date to which interest has been paid.

U.S. Federal Income Tax Consequences of the Exchange Offer

You will not realize gain or loss for U.S. federal income tax purposes as a result of your exchange of old notes for new notes to be issued in the exchange offer. For additional information, see Material United States Federal Income Tax Considerations. You should consult your own tax advisor as to the tax consequences to you of the exchange offer, as well as tax consequences of the ownership and disposition of the new notes.

Exchange Agent	Regions Bank is serving as the exchange agent in connection with the exchange offer. The address, email address and telephone and facsimile numbers of the exchange agent are listed in this prospectus. See The Exchange Offer The Exchange Agent.
Use of Proceeds	We will not receive any proceeds from the issuance of new notes in the exchange offer. We will pay all expenses incident to the exchange offer. See Use of Proceeds and The Exchange Offer Fees and Expenses.
The New Notes	<p>The terms of the new notes are substantially identical to those of the old notes, except that the new notes will be registered under the Securities Act and the transfer restrictions, registration rights, and additional interest provisions applicable to the old notes do not apply to the new notes. The new notes will evidence the same debt as the old notes and will be governed by the Indenture. Accordingly, the new notes and the old notes will be considered a single class of securities under the Indenture. A brief description of the material terms of the new notes follows. For a more complete description, see Description of the New Notes.</p>
Issuer	Vulcan Materials Company
Notes Offered	\$460,949,000 4.70% Notes due 2048 that have been registered under the Securities Act.
Maturity	The new notes will mature on March 1, 2048.
Interest Rate and Payment Dates	The new notes will bear interest at a rate of 4.70% per annum. We will pay interest on the new notes semi-annually on March 1 and September 1, commencing March 1, 2019. Interest will be computed on the basis of a 360-day year comprised of twelve 30-day months.
Ranking	The new notes will be our general unsecured obligations and will rank equally in right of payment with all of our other current and future unsecured and unsubordinated debt and senior in right of payment to all of our future subordinated debt. The new notes will not be guaranteed by any of our subsidiaries. The new notes will be effectively subordinated to all of our secured debt (to the extent of the value of the collateral pledged to secure that debt) and to all indebtedness and other liabilities of our subsidiaries. As of June 30, 2018, we and our subsidiaries had unsecured debt with a total face value of approximately \$3,206.4 million, \$360.0 million of which was outstanding on our bank line of credit, and approximately \$0.2 million of which was debt of our subsidiaries. The Indenture does not restrict the amount of secured or unsecured debt that we or our subsidiaries may incur. See Risk Factors Risks Related to the New Notes.
Certain Covenants	The Indenture contains certain covenants that will, among other things, limit our ability and the ability of certain of our subsidiaries to incur certain liens, enter into sale and leaseback transactions or consolidate, merge or transfer our properties and

assets as an entirety or substantially as an entirety to any person, in each case subject to important exceptions and qualifications. Other than the foregoing and as described under **Description of the New Notes Change of Control Repurchase Event**, the Indenture does not contain any covenants or other provisions designed to afford holders of the notes protection in the event of a highly leveraged transaction involving us or in the event of a decline in our credit rating as the result of a takeover, recapitalization, highly leveraged transaction or similar restructuring involving us. See **Description of the New Notes**.

Optional Redemption

At any time prior to the date that is six months prior to the maturity date for the new notes (the **par call date**), we may redeem such new notes in whole or in part from time to time at the applicable redemption price described under **Description of the New Notes Optional Redemption**. In addition, at any time on or after the par call date, we may redeem such new notes in whole or in part, at our option, from time to time at a redemption price equal to 100% of the aggregate principal amount of such new notes being redeemed, plus any accrued and unpaid interest on such new notes being redeemed to, but not including, the redemption date. See **Description of the New Notes Optional Redemption**.

Change of Control

Upon a change of control repurchase event with respect to the notes, we will be required to make an offer to repurchase all outstanding notes at a price in cash equal to 101% of the aggregate principal amount of such notes repurchased, plus any accrued and unpaid interest to, but not including, the repurchase date. See **Description of the New Notes Change of Control Repurchase Event**.

Form and Denominations

We will issue the new notes in fully registered form, in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. Each of the new notes will be represented by one or more global notes registered in the name of a nominee of The Depository Trust Company (**DTC**). You will hold a beneficial interest in one or more of the new notes through DTC, and DTC and its direct and indirect participants will record your beneficial interest in their books. Except under limited circumstances, we will not issue certificated new notes.

Trustee

Regions Bank

No Listing

We do not intend to list the new notes on any securities exchange or automated dealer quotation system.

Governing Law

The indenture is, and the new notes will be, governed by, and construed in accordance with, the laws of the State of New York.

Ratio of Earnings to Fixed Charges

The following table contains our ratio of earnings to fixed charges for the periods indicated.

	Year Ended					Six Months Ended	
	December 31, 2013	December 31, 2014	December 31, 2015	December 31, 2016	December 31, 2017	June 30, 2017	June 30, 2018
Ratio of earnings to fixed charges	1.0x	2.1x	2.2x	4.0x	2.1x	3.0x	3.8x

Earnings were insufficient to cover fixed charges by approximately \$1.4 million for the year ended December 31, 2013. See Ratio of Earnings to Fixed Charges for additional information regarding how the ratio was computed.

RISK FACTORS

We have included discussions of cautionary factors describing risks relating to our business and an investment in our securities in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which is incorporated by reference into this prospectus. Additional risks related to the new notes and the exchange offer are described in this prospectus. Before tendering old notes in the exchange offer, you should carefully consider the risk factors we describe in this prospectus and in any report incorporated by reference into this prospectus, including our most recent Annual Report on Form 10-K or subsequent Quarterly Reports on Form 10-Q. Any or all of these risk factors could have a material adverse effect on our business, results of operations, cash flows and/or financial condition and thus cause the value of the new notes to decline. Furthermore, although we discuss key risks in the following risk factor descriptions, additional risks not currently known to us or that we currently deem immaterial may also impair our business. Our subsequent filings with the SEC may contain amended and updated discussions of significant risks. We cannot predict future risks or estimate the extent to which they may affect our financial performance.

Risks Related to the New Notes

The Indenture does not limit the amount of indebtedness that we may incur.

The Indenture under which the new notes will be issued does not limit the amount of indebtedness that we may incur. Other than as described under **Description of the New Notes** **Change of Control Repurchase Event** in this prospectus, the Indenture does not contain any financial covenants or other provisions that would afford the holders of the new notes any substantial protection in the event we participate in a highly leveraged transaction.

The definition of a change of control requiring us to repurchase the new notes is limited, so that the market price of the new notes may decline if we enter into a transaction that is not a change of control under the Indenture governing the new notes.

The term **change of control** (as used in the new notes and the Indenture that will govern the new notes) is limited in terms of its scope and does not include every event that might cause the market price of the new notes to decline. In particular, we could effect a transaction on a highly leveraged basis that would not be considered a change of control under the terms of the new notes. Furthermore, we are required to repurchase the new notes upon a change of control only if, as a result of that change of control, the new notes are downgraded to a rating that is below investment grade. As a result, our obligation to repurchase the new notes upon the occurrence of a change of control is limited and may not preserve the value of the new notes in the event of a highly leveraged transaction, reorganization, merger or similar transaction.

The new notes are obligations exclusively of Vulcan Materials Company and not of our subsidiaries and payment to holders of the new notes will be structurally subordinated to the claims of our subsidiaries' creditors.

The new notes will be our general unsecured obligations and will rank equally in right of payment with all of our other current and future unsecured and unsubordinated debt and senior in right of payment to all of our future subordinated debt. The new notes are not guaranteed by any of our subsidiaries. The new notes will be effectively subordinated to all indebtedness and other liabilities of our subsidiaries. As of June 30, 2018, we and our subsidiaries had unsecured debt with a total face value of approximately \$3,206.4 million, \$360.0 million of which was outstanding on our bank line of credit, and approximately \$0.2 million of which was debt of our subsidiaries.

The new notes will be effectively junior to secured indebtedness that we may issue in the future and there is no limit on the amount of secured debt we may issue.

The new notes are unsecured. As of June 30, 2018, we had no secured debt, but we may issue secured debt in the future in an unlimited amount. The Indenture contains a covenant limiting our ability to issue

debt secured by any shares of stock or debt of any restricted subsidiary or by any principal property, as defined in the Indenture, without ratably securing the new notes. As of June 30, 2018, we had three such principal properties, which represented approximately 13.7% of our consolidated net tangible assets. We could secure any amount of indebtedness with liens on any of our other assets without equally and ratably securing the new notes. Holders of our secured debt that we may issue in the future may foreclose on the assets securing that debt, reducing the cash flow from the foreclosed property available for payment of unsecured debt, including the new notes. Holders of our secured debt also would have priority over unsecured creditors in the event of our bankruptcy, liquidation or similar proceeding.

A downgrade or other changes in our credit ratings could occur or other events could affect our financial results and reduce the market value of the new notes.

Our outstanding debt securities, including the old notes, have been, and we expect the new notes will be, rated by each of Fitch, Moody's and S&P. A rating is not a recommendation to purchase, hold or sell our debt securities, since a rating does not predict the market price of a particular security or its suitability for a particular investor. Any of these rating organizations may lower our rating or decide not to rate our securities in its sole discretion. The rating of our debt securities is based primarily on the rating organization's assessment of the likelihood of timely payment of interest when due on our debt securities and the ultimate payment of principal of our debt securities on the final maturity date. Any ratings downgrade could increase our cost of borrowing or affect our ability to access financing. The reduction, suspension or withdrawal of the ratings of our debt securities will not, in and of itself, constitute an event of default under the Indenture.

There is no public market for the new notes, which could limit their market price or your ability to sell them. If an active trading market does not develop or continue for the new notes, you may be unable to sell your new notes or to sell your new notes at prices that you deem sufficient.

The new notes are a new issue of securities for which there currently is no established trading market. We do not intend to list the new notes on any securities exchange or to have the new notes quoted on any automated quotation system. As a result, no assurance can be given:

that a market for the new notes will develop or continue;

as to the liquidity of any market that does develop; or

as to your ability to sell any new notes you may own or the price at which you may be able to sell your new notes.

We may choose to redeem the new notes prior to maturity.

We may redeem the new notes at any time in whole, or from time to time in part, at the applicable redemption price specified in this prospectus under Description of the New Notes Optional Redemption. If prevailing interest rates are lower at the time of redemption, holders of the new notes may not be able to reinvest the redemption proceeds in a comparable security at an interest rate as high as the interest rate on the new notes being redeemed. Our redemption right may also adversely affect holders' ability to sell their new notes.

Risks Related to the Exchange Offer

Old notes that are not tendered in the exchange offer will continue to be subject to restrictions on transfer and you may have difficulty selling any old notes not exchanged.

If you do not exchange your old notes for new notes in the exchange offer, you will continue to be subject to the restrictions on transfer of your old notes as described in the legend on the global notes representing the old notes. There are restrictions on transfer of your old notes because we issued the old notes under an exemption from the registration requirements of the Securities Act and applicable state

securities laws. In general, you may offer or sell the old notes only if they are registered under the Securities Act and applicable state securities laws or offered and sold under an exemption from, or in a transaction not subject to, such registration requirements. We do not intend to register any old notes not tendered in the exchange offer, and upon consummation of the exchange offer, you will not be entitled to any rights to have your untendered old notes registered under the Securities Act. In addition, the trading market for the remaining old notes will be adversely affected depending on the extent to which old notes are tendered and accepted in the exchange offer.

Some holders may need to comply with the registration and prospectus delivery requirements of the Securities Act.

In general, if you exchange your old notes in the exchange offer for the purpose of participating in a distribution of the new notes, you may be an underwriter and be deemed to have received restricted securities, in which case you will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction. Any broker-dealer that (1) exchanges its old notes in the exchange offer for the purpose of participating in a distribution of the new notes or (2) resells new notes that were received by it for its own account in the exchange offer may also be deemed to have received restricted securities and will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction by that broker-dealer and be identified as an underwriter in the applicable prospectus. Any profit on the resale of the new notes and any commission or concessions received by a broker-dealer may be deemed to be underwriting compensation under the Securities Act.

You must comply with the exchange offer procedures to receive new notes.

We will issue the new notes in exchange for your old notes only if you tender the old notes in compliance with the procedures set forth in The Exchange Offer Exchange Offer Procedures. Such procedures require that you deliver a properly completed and duly executed Letter of Transmittal, or transmit an agent's message, and deliver other required documents before expiration of the exchange offer. You should allow sufficient time to ensure timely delivery of the necessary documents. Neither the exchange agent nor we are under any duty to give notification of defects or irregularities with respect to the tenders of old notes for exchange. If you are the beneficial holder of old notes that are registered in the name of your broker, dealer, commercial bank, trust company or other nominee, and you wish to tender in the exchange offer, you should promptly contact the person in whose name your old notes are registered and instruct that person to tender on your behalf. Old notes that are not tendered or that are tendered but not accepted by us for exchange will, following consummation of the exchange offer, continue to be subject to the existing transfer restrictions under the Securities Act, and upon consummation of the exchange offer, certain registration and other rights under the registration rights agreement will terminate. See The Exchange Offer Consequences of Failure to Exchange Old Notes.

USE OF PROCEEDS

We will not receive proceeds from the issuance of the new notes offered hereby. In consideration for issuing the new notes in exchange for old notes as described in this prospectus, we will receive old notes of like principal amount. The old notes surrendered in exchange for the new notes will be retired and canceled.

RATIO OF EARNINGS TO FIXED CHARGES

The ratio of earnings to fixed charges for Vulcan for the periods indicated is the sum of earnings from continuing operations before income taxes, minority interest in earnings of a consolidated subsidiary, amortization of capitalized interest and fixed charges net of interest capitalization credits, divided by fixed charges. Fixed charges are the sum of interest expense before capitalization credits, amortization of financing costs and one-third of rental expense.

	December 31, 2013	December 31, 2014	Year Ended December 31, 2015	December 31, 2016	December 31, 2017	Six Months Ended June 30, 2017	June 30, 2018
Ratio of earnings to fixed charges	1.0x ⁽¹⁾	2.1x	2.2x	4.0x	2.1x	3.0x	3.8x

(1) Earnings were insufficient to cover fixed charges by approximately \$1.4 million for the year ended December 31, 2013.

THE EXCHANGE OFFER

General

When we issued \$350,000,000 principal amount of old notes on February 23, 2018, we entered into a registration rights agreement among us, as issuer, and Goldman Sachs & Co. LLC, U.S. Bancorp Investments, Inc. and Wells Fargo Securities, LLC, as representatives of the initial purchasers of such old notes (the Registration Rights Agreement). We issued an additional \$110,701,000 principal amount of old notes issued on March 7, 2018 and an additional \$248,000 principal amount of old notes on March 21, 2018 in connection with the early retirement via exchange offer of like amounts of the 7.15% Notes due 2037. These additional old notes, which constituted a further issuance of, and formed a single series with the old notes issued in February 2018, are also subject to the Registration Rights Agreement. Under the Registration Rights Agreement, we agreed to use commercially reasonable efforts to:

file a registration statement (the Exchange Offer Registration Statement) with the SEC relating to the exchange offer, to exchange the new notes for the old notes;

cause the Exchange Offer Registration Statement to be declared effective by the SEC;

cause the exchange offer to be completed no later than the 360th day after February 23, 2018 (or if such 360th day is not a business day, the next succeeding business day); and

cause the Exchange Offer Registration Statement to be effective continuously and keep the exchange offer open for a period of not less than the minimum period required under applicable federal and state securities laws to consummate the exchange offer.

For each old note validly tendered pursuant to the exchange offer and not validly withdrawn by the holder thereof, the holder of such old note will receive in exchange a new note having a principal amount equal to that of the tendered old note. Interest on each new note will accrue from the last interest payment date on which interest was paid on the old notes exchanged therefor or, if no interest has been paid on the old notes, from the date of the original issue of the old notes.

Shelf Registration

Under certain circumstances, we have agreed to use our commercially reasonable efforts to (i) file a shelf registration statement relating to the resale of the old notes (the Shelf Registration Statement) as promptly as practicable, and (ii) cause the Shelf Registration Statement to be declared effective by the SEC as promptly as practicable. We have also agreed to use our commercially reasonable efforts to keep the Shelf Registration Statement continuously effective until one year after its effective date (or such shorter period that will terminate when all the old notes covered thereby have been sold pursuant thereto).

Additional Interest on Old Notes

Subject to certain limitations, we will be required to pay the holders of the old notes additional interest (as determined in accordance with the terms of the Registration Rights Agreement) on the old notes if:

the exchange offer has not been completed by February 18, 2019; or

the Shelf Registration Statement (if required) has not become or been declared effective within the later of 90 days after such Shelf Registration Statement filing obligation arises and February 18, 2019; or

the Exchange Offer Registration Statement or Shelf Registration Statement required by the Registration Rights Agreement is filed and declared effective but shall thereafter either be withdrawn by the Company or shall become subject to an effective stop order issued

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pursuant to Section 8(d) of the Securities Act suspending the effectiveness of such registration statement (except as specifically permitted in the Registration Rights Agreement) without being succeeded immediately by an additional registration statement filed and declared effective.

If we fail to meet these targets (each, a registration default), as applicable, the annual interest rate on the old notes will increase by 0.25% during the 90-day period following the registration default, and will increase by an additional 0.25% for each subsequent 90-day period during which the registration default continues, up to a maximum additional interest rate of 1.00% per year. The additional interest will accrue and be payable only with respect to a single registration default at any given time, notwithstanding the fact that multiple registration defaults may exist at such time.

This summary of the provisions of the Registration Rights Agreement does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the complete text of the Registration Rights Agreement, a copy of which is filed as an exhibit to the registration statement of which this prospectus forms a part.