

MARTIN MARIETTA MATERIALS INC  
Form 10-Q/A  
July 23, 2014

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q/A  
(Amendment No. 1)

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the quarterly period ended March 31, 2014

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-12744

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  
Number)

2710 Wycliff Road, Raleigh, NC  
(Address of principal executive offices)

27607-3033  
(Zip Code)

Registrant's telephone number, including area code 919-781-4550

Former name: None

Former name, former address and former fiscal year,  
if changes since last report.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

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Yes ☒

No ☐

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.

Yes ☒

No ☐

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.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐

No ☒

Indicate the number of shares outstanding of each of the issuer’s classes of Common Stock, as of the latest practicable date.

| Class                          | Outstanding as of April 24,<br>2014 |
|--------------------------------|-------------------------------------|
| Common Stock, \$0.01 par value | 46,358,357                          |

EXPLANATORY NOTE REGARDING THIS FORM 10-Q/A

This Amendment No. 1 (this “Amendment No. 1”) to the Quarterly Report on Form 10-Q of Martin Marietta Materials, Inc. (the “Company”) for the period ended March 31, 2014, as originally filed on May 5, 2014 (the “First Quarter 10-Q”), is being filed solely to correct typographical errors in Exhibit 32.01 and Exhibit 32.02 of the First Quarter 10-Q (the “Exhibits”). Due to uncorrected typographical errors, the Exhibits filed with the First Quarter 10-Q incorrectly made reference to the Quarterly Report on Form 10-Q for the period ended September 30, 2013, rather than the period ended March 31, 2014. The Company is filing this Amendment No. 1 to ensure that the corrected versions of the written statements of the Company’s Chief Executive Officer and Chief Financial Officer as required by Section 906 of the Sarbanes-Oxley Act of 2002 are included with the First Quarter 10-Q in accordance with Rule 12b-15 under the Securities Exchange Act of 1934.

This Amendment No.1 is not intended to, nor does it, reflect events occurring after the filing of the First Quarter 10-Q, and does not modify or update the disclosures therein in any way other than as required to reflect the change described above. Accordingly, this Amendment No. 1 should be read in conjunction with the Company’s filings made with the Securities and Exchange Commission subsequent to the filing of the First Quarter 10-Q on May 5, 2014.

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PART II-OTHER INFORMATION

Item 6. Exhibits.

| Exhibit<br>No. | Description                                                                                                                                                       |
|----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 32.01          | Written Statement dated July 23, 2014 of Chief Executive Officer required by 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.02          | Written Statement dated July 23, 2014 of Chief Financial Officer required by 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

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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 thereunto duly authorized.

MARTIN MARIETTA  
MATERIALS, INC.  
(Registrant)

Date: July 23, 2014

By: /s/ Anne H. Lloyd  
Anne H. Lloyd  
Executive Vice  
President and  
Chief Financial Officer

Martin Marietta Materials, Inc.  
Exhibit Index

| Exhibit<br>No. | Description                                                                                                                                                       |
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| 32.02          | Written Statement dated July 23, 2014 of Chief Financial Officer required by 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

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