

MARTIN MARIETTA MATERIALS INC
Form 8-K
May 18, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT

TO SECTION 13 OR 15(D) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) May 17, 2018
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)

2710 Wycliff Road, Raleigh, North Carolina

(Address of Principal Executive Offices)

56-1848578

(IRS Employer Identification No.)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934

(§ 240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Martin Marietta Materials, Inc. held its Annual Meeting of Shareholders on May 17, 2018. Of the 62,819,920 shares outstanding and entitled to vote, 57,864,006 shares were represented at the meeting, or a 92.11% quorum. The final results of voting for each matter submitted to a vote of shareholders at the meeting are as follows:

Proposal 1 – Election of Directors

Elected the following seven individuals to the Board of Directors to serve as directors for a term of one year until the Annual Meeting of Shareholders in 2019, and until their successors have been duly elected and qualified:

	Votes	Votes	Votes	Broker
	Cast For	Against	Abstained	Non-Votes
Sue W. Cole	51,915,164	2,498,021	19,881	3,430,940
Smith W. Davis	54,308,115	104,392	20,559	3,430,940
John J. Koraleski	52,719,536	1,667,562	45,968	3,430,940
David G. Maffucci	53,570,609	841,209	21,248	3,430,940
Michael J. Quillen	51,915,824	2,496,464	20,778	3,430,940
Donald W. Slager	54,095,318	292,460	45,288	3,430,940
Stephen P. Zelnak, Jr.	52,977,294	1,440,734	15,038	3,430,940

Proposal 2 – Ratification of Appointment of Independent Auditors

Ratified the selection of PricewaterhouseCoopers LLP as independent auditors for the year ending December 31, 2018. The voting results for this ratification were 57,735,050 shares voted for; 107,909 shares voted against; and 21,047 shares abstained from voting.

Proposal 3 — Advisory Vote on Compensation of Named Executive Officers

Approved, on an advisory basis, the overall compensation paid to the Corporation's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K in the Proxy Statement. The voting results for this approval were 42,900,477 shares voted for; 11,467,007 shares voted against; 65,582 shares abstained from voting; and there were 3,430,940 broker non-votes.

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: May 18, 2018 By: /s/ Roselyn R. Bar
Roselyn R. Bar,
Executive Vice President, General Counsel and
Corporate Secretary