MARTIN MARIETTA MATERIALS INC
Form 425
January 24, 2012

FILED BY MARTIN MARIETTA MATERIALS, INC.

PURSUANT TO RULE 425 UNDER THE SECURITIES ACT OF 1933

AND DEEMED FILED PURSUANT TO RULE 14a-12

UNDER THE SECURITIES EXCHANGE ACT OF 1934

SUBJECT COMPANY: VULCAN MATERIALS COMPANY

COMMISSION FILE NO. 001-33841

On January 24, 2012, Martin Marietta Materials, Inc. issued the following press release:

Martin Marietta Materials, Inc. to Nominate Independent Directors for Election at

Vulcan Materials Company s 2012 Annual Meeting

Proposes Five Highly Qualified and Independent Nominees to Represent Best Interests

of Vulcan Shareholders

RALEIGH, NORTH CAROLINA, January 24, 2012 Martin Marietta Materials, Inc. (NYSE: MLM) today announced that it has delivered notice to Vulcan Materials Company (NYSE: VMC) of its proposal to nominate five independent director candidates for election to Vulcan s Board of Directors at its 2012 Annual Meeting and has filed a preliminary proxy statement with the Securities and Exchange Commission in connection with the proposal. Martin Marietta s nominees are proposed to fill the Vulcan directorships whose terms are scheduled to expire in 2012. The nominees are:

Edward A. Blechschmidt Former Chief Executive Officer of Novelis, Inc. and Gentiva Health Services

Philip R. Lochner, Jr. Former SEC Commissioner and Chief Administrative Officer of Time Warner Inc.

Edward W. Moneypenny Former Chief Financial Officer of 7-Eleven, Inc., Florida Progress Corporation and Oryx Energy Company

Karen R. Osar Former Chief Financial Officer of Westvaco Corporation, MeadWestvaco Corporation and Chemtura Corporation

V. James Sardo Chairman of Capstone Infrastructure Corporation

Ward Nye, Martin Marietta President and Chief Executive Officer, said, We believe Vulcan shareholders should have the opportunity to realize the substantial immediate and long term benefits of an approximate 58% ownership interest in the combined Martin Marietta and Vulcan. The nominees proposed by Martin Marietta are highly-qualified professionals with proven track records and experience serving on public company boards, and we believe they will consider our business combination proposal in an independent manner and in accordance with their fiduciary

duties under applicable law.

As previously announced, on December 12, 2011, Martin Marietta commenced an exchange offer in which each outstanding share of Vulcan will be exchanged for 0.50 of a Martin Marietta share. The offer

represents a premium for Vulcan shareholders of 15% to the average exchange ratio based on the closing share prices for Vulcan and Martin Marietta during the 10-day period ended December 9, 2011 and 18% to the average exchange ratio based on the closing share prices for Vulcan and Martin Marietta during the 30-day period ended December 9, 2011. Martin Marietta also intends to maintain the dividend for the combined company at Martin Marietta s current rate of $1.60 per Martin Marietta share annually, or the equivalent of $0.80 per Vulcan share annually, based on the proposed exchange ratio. This dividend rate is 20 times Vulcan s current level. More information about the offer is available at www.aggregatesleader.com.

About the Nominees

Martin Marietta proposes to nominate the following five candidates for election to Vulcan s Board of Directors:

Edward A. Blechschmidt (59) has led several public companies as Chief Executive Officer. From 2006 through its sale in 2007, Mr. Blechschmidt served as Chief Executive Officer of Novelis, Inc., the global leader in aluminum rolled products and aluminum can recycling. Prior to that, he served as Chief Executive Officer of Gentiva Health Services, the nation s leading provider of specialty pharmaceutical and home health care services from 2000 to 2002. Mr. Blechschmidt holds a BS in Business from Arizona State University.

Philip R. Lochner, Jr. (68) was employed by Time Inc. from 1978 through 1990 and ultimately served as General Counsel and Secretary. From 1990 to 1991, Mr. Lochner served as a Commissioner of the U.S. Securities and Exchange Commission, before returning to Time Warner Inc. as Senior Vice President and Chief Administrative Officer, a position he held until 1998 when he retired from that company. Mr. Lochner also previously served as a member of the Board of Governors of the National Association of Securities Dealers and of the American Stock Exchange. Mr. Lochner holds a BA from Yale College, an LLB from Yale Law School, and a PhD from Stanford University.

Edward W. Moneypenny (69) has held chief financial positions at several large companies, most recently at 7-Eleven, Inc., a worldwide chain of convenience stores (2002 to 2006) and at two former Fortune 500 companies, Florida Progress Corporation (1999 to 2000) and Oryx Energy Company (1988 to 1999). Mr. Moneypenny holds an MS in Accounting Science from University of Illinois in Champaign, Illinois, and a BS in Accounting from St. Joseph s University in Philadelphia, Pennsylvania and is a certified public accountant (inactive).

Karen R. Osar (62) previously served, from 2004 through 2007, as Chief Financial Officer of Chemtura Corporation, a specialty chemicals company, and as Chief Financial Officer of Westvaco Corporation and MeadWestvaco Corporation from 1999 through 2003. Ms. Osar holds a BA from Smith College and an MBA from Columbia University.

V. James Sardo (68) has diversified international experience as President/CEO of several publicly held companies or subsidiaries, including Royal Group Technologies Limited, Moore Corporation LTD. and Bridgestone/Firestone, Inc. Mr. Sardo holds a BA from the University of Western Ontario and an MBA from McMaster University in Ontario, Canada.

Cautionary Note Regarding Forward-Looking Statements

This press release may include forward-looking statements. Statements that include words such as anticipate, expect, should be, believe, w and other words of similar meaning in connection with future events or future operating or financial performance are often used to identify forward-looking

statements. All statements in this press release, other than those relating to historical information or current conditions, are forward-looking statements. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond Martin Marietta s control, which could cause actual results to differ materially from such statements. Risks and uncertainties relating to the proposed transaction with Vulcan include, but are not limited to: Vulcan s willingness to accept Martin Marietta s proposal and enter into a definitive transaction agreement reasonably satisfactory to the parties; Martin Marietta s ability to obtain shareholder, antitrust and other approvals on the proposed terms and schedule; uncertainty as to the actual premium that will be realized by Vulcan shareholders in connection with the proposed transaction; uncertainty of the expected financial performance of the combined company following completion of the proposed transaction; Martin Marietta s ability to achieve the cost-savings and synergies contemplated by the proposed transaction within the expected time frame; Martin Marietta s ability to promptly and effectively integrate the businesses of Vulcan and Martin Marietta; the combined company s ability to pay dividends in the amounts anticipated; a downgrade of the credit rating of Vulcan s indebtedness, which could give rise to an obligation to redeem Vulcan s existing indebtedness; the potential implications of alternative transaction structures with respect to Vulcan, Martin Marietta and/or the combined company, including potentially requiring an offer to repurchase certain of Martin Marietta s existing debt; the implications of the proposed transaction on certain of Martin Marietta s and Vulcan s employee benefit plans; and disruption from the proposed transaction making it more difficult to maintain relationships with customers, employees or suppliers. Additional risks and uncertainties include, but are not limited to: the performance of the United States economy; decline in aggregates pricing; the inability of the U.S. Congress to pass a successor federal highway bill; the discontinuance of the federal gasoline tax or other revenue related to infrastructure construction; the level and timing of federal and state transportation funding, including federal stimulus projects; the ability of states and/or other entities to finance approved projects either with tax revenues or alternative financing structures; levels of construction spending in the markets that Martin Marietta and Vulcan serve; a decline in the commercial component of the nonresidential construction market, notably office and retail space; a slowdown in residential construction recovery; unfavorable weather conditions, particularly Atlantic Ocean hurricane activity, the late start to spring or the early onset of winter and the impact of a drought or excessive rainfall in the markets served by Martin Marietta and Vulcan; the volatility of fuel costs, particularly diesel fuel, and the impact on the cost of other consumables, namely steel, explosives, tires and conveyor belts; continued increases in the cost of other repair and supply parts; transportation availability, notably barge availability on the Mississippi River system and the availability of railcars and locomotive power to move trains to supply Martin Marietta s and Vulcan s long haul distribution markets; increased transportation costs, including increases from higher passed-through energy and other costs to comply with tightening regulations as well as higher volumes of rail and water shipments; availability and cost of construction equipment in the United States; weakening in the steel industry markets served by Martin Marietta s dolomitic lime products; inflation and its effect on both production and interest costs; Martin Marietta s ability to successfully integrate acquisitions and business combinations quickly and in a cost-effective manner and achieve anticipated profitability to maintain compliance with Martin Marietta s leverage ratio debt covenants; changes in tax laws, the interpretation of such laws and/or administrative practices that would increase Martin Marietta s and/or Vulcan s tax rate; violation of Martin Marietta s debt covenant if price and/or volumes return to previous levels of instability; a potential downgrade in the rating of Martin Marietta s or Vulcan s indebtedness; downward pressure on Martin Marietta s or Vulcan s common stock price and its impact on goodwill impairment evaluations; the highly competitive nature of the construction materials industry; the impact of future regulatory or legislative actions; the outcome of pending legal proceedings; healthcare costs; the amount of long-term debt and interest expense; changes in interest rates; volatility in pension plan asset values which may require cash contributions to pension plans; the impact of environmental clean-up costs and liabilities relating to previously divested businesses; the ability to secure and permit aggregates reserves in strategically located areas; exposure to residential construction markets; and the impact on the combined company (after giving effect to the proposed transaction with Vulcan) of any of the foregoing

risks, as well as other risk factors listed from time to time in Martin Marietta s and Vulcan s filings with the SEC.

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included elsewhere, including the Risk Factors section of the Registration Statement and our most recent reports on Form 10-K and Form 10-Q, and any other documents of Martin Marietta and Vulcan filed with the SEC. Any forward-looking statements made in this press release are qualified in their entirety by these cautionary statements, and there can be no assurance that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, us or our business or operations. Except to the extent required by applicable law, we undertake no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

Important Additional Information

This press release relates to the Exchange Offer by Martin Marietta to exchange each issued and outstanding share of common stock of Vulcan for 0.50 shares of Martin Marietta common stock. This press release is for informational purposes only and does not constitute an offer to exchange, or a solicitation of an offer to exchange, shares of Vulcan common stock, nor is it a substitute for the Tender Offer Statement on Schedule TO or the preliminary prospectus/offer to exchange included in the Registration Statement on Form S-4 (the Registration Statement) (including the letter of transmittal and related documents and as amended and supplemented from time to time, the Exchange Offer Documents) initially filed by Martin Marietta on December 12, 2011 with the SEC. The Registration Statement has not yet become effective. The Exchange Offer will be made only through the Exchange Offer Documents. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE EXCHANGE OFFER DOCUMENTS AND ALL OTHER RELEVANT DOCUMENTS THAT MARTIN MARIETTA HAS FILED OR MAY FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION.

In connection with the solicitation of proxies for Vulcan s 2012 annual meeting of shareholders (the Vulcan Meeting), Martin Marietta filed a preliminary proxy statement (the Vulcan Meeting Preliminary Proxy Statement) with the SEC on January 24, 2012 and intends to file a definitive proxy statement in connection therewith (the Vulcan Meeting Definitive Proxy Statement). When completed, the Vulcan Meeting Definitive Proxy Statement and accompanying proxy card will be mailed to the shareholders of Vulcan. Martin Marietta also intends to file a proxy statement on Schedule 14A and other relevant documents with the SEC in connection with its solicitation of proxies for a meeting of Martin Marietta shareholders (the Martin Marietta Meeting) to approve, among other things, the issuance of shares of Martin Marietta common stock pursuant to the Exchange Offer (the Martin Marietta Meeting Proxy Statement). INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE VULCAN MEETING PRELIMINARY PROXY STATEMENT, THE VULCAN MEETING DEFINITIVE PROXY STATEMENT, THE MARTIN MARIETTA MEETING PROXY STATEMENT AND OTHER RELEVANT MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

All documents referred to above, if filed, will be available free of charge at the SEC s website (www.sec.gov) or by directing a request to Morrow & Co., LLC at (877) 757-5404 (banks and brokers may call (800) 662-5200).

Martin Marietta, its directors and executive officers, the individuals nominated by Martin Marietta for election to Vulcan s Board of Directors and such other persons as identified in the Vulcan Meeting

Preliminary Proxy Statement are participants in any solicitation of proxies from Vulcan shareholders for the Vulcan Meeting or any adjournment or postponement thereof. Martin Marietta, its directors and executive officers are participants in any solicitation of proxies from Martin Marietta shareholders for the Martin Marietta Meeting or any adjournment or postponement thereof. Information about the participants, including a description of their direct and indirect interests, by security holdings or otherwise, is available in the Registration Statement, the proxy statement for Martin Marietta s 2011 annual meeting of shareholders, filed with the SEC on April 8, 2011, and the Vulcan Meeting Preliminary Proxy Statement, or will be available in the Vulcan Meeting Definitive Proxy Statement or the Martin Marietta Meeting Proxy Statement, as applicable.

About Martin Marietta

Martin Marietta Materials, Inc. is the nation s second largest producer of construction aggregates and a producer of magnesia-based chemicals and dolomitic lime. For more information about Martin Marietta Materials, Inc., refer to the Corporation s website at www.martinmarietta.com.

Contacts

Anne Lloyd

Executive Vice President, Chief Financial Officer and Treasurer

Martin Marietta Materials, Inc.

(919) 788-4367

Investor.relations@martinmarietta.com

Media:
Mark Semer / Andrea Calise
Kekst and Company
(212) 521-4800
mark-semer@kekst.com

andrea-calise@kekst.com

Andrew Siegel / Jamie Moser
Joele Frank, Wilkinson Brimmer Katcher
(212) 355-4449

Investors:

Tom Ball / Joe Mills

Morrow & Co. LLC

(203) 658-9400

exchangeofferinfo@morrowco.com

# # #