

Vulcan Materials CO
Form DEFA14A
April 02, 2012

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): April 2, 2012

VULCAN MATERIALS COMPANY
(Exact name of registrant as specified in its charter)

New Jersey

(State or other jurisdiction
of incorporation)

001-33841

(Commission File Number)_

20-8579133

(IRS Employer Identification No.)

1200 Urban Center Drive
Birmingham, Alabama 35242
(Address of principal executive offices) (zip code)

(205) 298-3000

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 obligations 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))
-

Item 8.01 Other Events.

In the course of recent Delaware litigation, Vulcan Materials Company (“Vulcan”) learned about the existence of undisclosed confidentiality agreements between Martin Marietta Materials, Inc. (“Martin Marietta”) and its proposed nominees for Vulcan’s Board of Directors. These agreements, which were not disclosed in Martin Marietta’s nomination documents, raise questions about the relationship between Martin Marietta and such nominees, as well as the qualifications of these nominees under Vulcan’s governing documents. The agreements also raise concerns about the ability of such nominees to discharge their duties to Vulcan and its shareholders independently of obligations to Martin Marietta. Vulcan has requested that such agreements, and any other relevant agreements, arrangements or understandings, be made available to it immediately.

A letter that Vulcan has sent to Martin Marietta today on this topic is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Letter to Martin Marietta Materials, Inc., dated April 2, 2012 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant had duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Vulcan Materials Company

Date: April 2, 2012

By: /s/ Robert A. Wason

Name: Robert A. Wason IV

Title: Senior Vice President

& General Counsel

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|--|
| 99.1 | Letter to Martin Marietta Materials, Inc., dated April 2, 2012 |