

Vulcan Materials CO  
Form 8-K  
December 20, 2013

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**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): December 20, 2013

**VULCAN MATERIALS COMPANY**

New Jersey  
(State or other jurisdiction of incorporation)

001-33841  
(Commission File Number)

20-8579133  
(IRS Employer Identification No.)

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1200 Urban Center Drive, Birmingham, Alabama 35242

(Address of principal executive offices) (Zip Code)

(205) 298-3000

(Registrant's telephone number, including area code)

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))

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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 20, 2013, the following officers of Vulcan Materials Company, a New Jersey corporation (the “**Company**”), executed agreements waiving certain rights and compensation under their Change in Control Employment Agreements with the Company as follows:

J. Thomas Hill, Executive Vice President and Chief Operating Officer, waived his right to the inclusion of target  
1. long-term incentive value in the calculation of cash severance and a gross-up in respect of excise taxes under Section 280G of the Internal Revenue Code.

Michael R. Mills, Sr. Vice President and General Counsel, waived his right to the inclusion of target long-term  
2. incentive value in the calculation of cash severance and a gross-up in respect of excise taxes under Section 280G of the Internal Revenue Code.

Danny R. Shepherd, Vice Chairman, waived his right to the inclusion of target long-term incentive value in the  
3. calculation of cash severance and a gross-up in respect of excise taxes under Section 280G of the Internal Revenue Code.

Daniel F. Sansone, Executive Vice President - Strategy, waived his right to receive severance compensation upon a  
4. voluntary termination of employment without good reason during the 30-day period following the first anniversary of a change in control of the Company, as well as the inclusion of target long-term incentive value in the calculation of cash severance and a gross-up in respect of excise taxes under Section 280G of the Internal Revenue Code.

Such letter agreements are filed as Exhibits hereto and the foregoing summary is qualified in its entirety by reference to such agreements, the text of which is hereby incorporated by reference into this Item 5.02 disclosure.

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits

(d) Exhibits. The following exhibit is filed as part of this report:

10.1 Waiver Agreement, dated as of December 20, 2013, of J. Thomas Hill.

10.2 Waiver Agreement, dated as of December 20, 2013, of Michael R. Mills.

10.3 Waiver Agreement, dated as of December 20, 2013, of Danny R. Shepherd.

10.4 Waiver Agreement, dated as of December 20, 2013, of Daniel F. Sansone.

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**SIGNATURE**

Pursuant to the requirements of Section 12 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.

Dated: December 20, 2013

**Vulcan Materials Company**

By: /s/ Michael R. Mills

Name: Michael R. Mills

Title: Sr. Vice President and General Counsel

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