

Vulcan Materials CO  
Form 8-K  
March 14, 2017

**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): March 14, 2017**

**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)**  
**1200 Urban Center Drive**

**20-8579133**  
**(IRS Employer**

**Identification No.)**

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**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 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))

**Item 9.01. Financial Statements and Exhibits.**

Exhibits are filed herewith in connection with the issuance of \$350,000,000 aggregate principal amount of 3.90% Notes due 2027 by Vulcan Materials Company (the Company ) on March 14, 2017, pursuant to the Company s automatic shelf registration statement on Form S-3 (File No. 333-202769) (the Registration Statement ).

**(d) Exhibits**

The following exhibits are incorporated by reference into the Registration Statement as exhibits thereto and are filed as part of this Current Report:

| Exhibit No. | Description   |
|-------------|---|
| 1.1         | Underwriting Agreement, dated March 9, 2017, between Vulcan Materials Company and U.S. Bancorp Investments, Inc. and Wells Fargo Securities, LLC, as representatives of the several Underwriters. |
| 4.1         | Sixth Supplemental Indenture, dated as of March 14, 2017, between Vulcan Materials Company and Regions Bank, as Trustee.  |
| 5.1         | Opinion of Lowenstein Sandler LLP.  |
| 5.2         | Opinion of Womble Carlyle Sandridge & Rice, LLP.  |
| 12.1        | Computation of Ratio of Earnings to Fixed Charges.  |
| 23.1        | Consent of Lowenstein Sandler LLP (included as part of Exhibit 5.1).  |
| 23.2        | Consent of Womble Carlyle Sandridge & Rice, LLP (included as part of Exhibit 5.2).  |

**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.

**VULCAN MATERIALS COMPANY**

Date: March 14, 2017

By: /s/ Jerry F. Perkins Jr.  
Name: Jerry F. Perkins Jr.  
Title: General Counsel and Secretary