

Northbridge Materials Corporation - Form 8-K

Rendered from the document filed with the U.S. Securities and Exchange Commission. The filing as submitted remains the authoritative version.

FORM TYPE	8-K
FILED	2025-05-15
PERIOD	2025-05-15
ACCESSION NO.	0000950170-25-072530
FILER	Northbridge Materials Corporation (CIK 0000916076)

8-K

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 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 15, 2025

MARTIN MARIETTA MATERIALS INC

(Exact name of Registrant as Specified in Its Charter)

North Carolina

1-12744

56-1848578

(State or Other Jurisdiction

of Incorporation)

(Commission File Number)

(IRS Employer

Identification No.)

4123 Parklake Avenue

Raleigh , North Carolina

27612

(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code: 919 781-4550

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Trading

Symbol(s)

Name of each exchange on which registered

Common Stock, \$.01 par value per share

MLM

The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company 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 15, 2025. Of the 60,600,290 shares outstanding and entitled to vote, 55,756,777 shares were represented at the meeting, or a 92% 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 ten individuals to the Board of Directors to serve as directors for a term of one year until the Annual Meeting of Shareholders in 2026, and until their successors have been duly elected and qualified :

Votes

Cast For

Votes

Against

Votes

Abstained

Broker

Non-Votes

Dorothy M. Ables

51,558,551

1,776,880

80,731

2,340,615

Sue W. Cole

52,396,397

967,475

52,290

2,340,615

Anthony R. Foxx

53,220,418

171,334

24,410

2,340,615

John J. Koraleski

52,893,828

498,029

24,305

2,340,615

Mary T. Mack

53,333,839

57,203

25,120

2,340,615

C. Howard Nye

51,634,797

1,755,288

26,077

2,340,615

Laree E. Perez

52,170,462

1,220,443

25,257

2,340,615

Thomas H. Pike

53,257,042

135,042

24,078

2,340,615

Donald W. Slager

52,884,766

506,806

24,590

2,340,615

David C. Wajsglas

53,123,450

268,583

24,129

2,340,615

Proposal 2 - Ratification of Appointment of Independent Auditors

Ratified the selection of PricewaterhouseCoopers LLP as independent auditors for the year ending December 31, 2025. The voting results for this ratification were 55,338,062 shares voted for; 390,817 shares voted against; and 27,898 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 50,476,635 shares voted for; 2,760,192 shares voted against; 179,335 shares abstained from voting; and there were 2,340,615 broker non-votes.

Proposal 4 - Approval of 2025 Employee Stock Purchase Plan

Approved the 2025 Employee Stock Purchase Plan adopted by the Board of Directors on February 20, 2025. The voting results for this approval were 53,300,639 shares voted for; 41,222 shares voted against; 74,301 shares abstained from voting; and there were 2,340,615 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 thereunto duly authorized.

MARTIN MARIETTA MATERIALS, INC.

Date:

May 15, 2025

By:

/s/ Bradley D. Kohn

Bradley D. Kohn,

Senior Vice President, General Counsel and Corporate Secretary