

MARTIN MARIETTA MATERIALS INC  
Form FWP  
May 17, 2017

**Filed Pursuant to Rule 433**

**Registration No. 333-217991**

**Issuer Free Writing Prospectus dated May 17, 2017**

**Relating to Preliminary Prospectus Supplement dated May 17, 2017**

**MARTIN MARIETTA MATERIALS, INC.**

**\$300,000,000 Floating Rate Senior Notes due 2020**

**\$300,000,000 3.450% Senior Notes due 2027**

**PRICING TERM SHEET**

**MAY 17, 2017**

**FLOATING RATE NOTES**

Issuer:	Martin Marietta Materials, Inc.
Security:	Floating Rate Senior Notes due 2020
Principal Amount:	\$300,000,000
Maturity Date:	May 22, 2020
Issue Price:	100.000% of principal amount, plus accrued interest, if any, from May 22, 2017
Interest Rate Basis:	Three-month LIBOR, reset quarterly
Spread to LIBOR:	Plus 65 basis points
Initial Interest Rate and Determination Date:	Three-month LIBOR determined as of the second London Business Day immediately preceding the Settlement Date plus 65 basis points; if three-month LIBOR cannot be determined as of such date, the initial three-month LIBOR will be 1.181%
Interest Payment Dates and Reset Dates:	Quarterly on February 22, May 22, August 22 and November 22, commencing on August 22, 2017
Interest Determination Dates:	Second London Business Day immediately preceding the applicable Interest Payment Date
Gross Proceeds to the Issuer:	\$300,000,000
Optional Redemption Provisions:	None
Day Count Convention:	Actual/360, Adjusted
CUSIP / ISIN:	573284 AR7 / US573284AR77

**FIXED RATE NOTES**

Issuer:	Martin Marietta Materials, Inc.
Security:	3.450% Senior Notes due 2027
Principal Amount:	\$300,000,000
Maturity Date:	June 1, 2027
Issue Price:	99.798% of principal amount, plus accrued interest, if any, from May 22, 2017
Benchmark Treasury:	2.375% due May 15, 2027
Benchmark Treasury Price and Yield:	101-11 and 2.224%
Spread to Benchmark Treasury:	Plus 125 basis points
Yield to Maturity:	3.474%
Coupon (Interest Rate):	3.450%
Interest Payment Dates:	Semi-annually on June 1 and December 1, commencing on December 1, 2017
Gross Proceeds to the Issuer:	\$299,394,000
Optional Redemption Provisions:	Prior to March 1, 2027 (three months prior to the maturity date of the fixed rate notes) (the Par Call Date), make-whole call at any time at a discount rate of U.S. Treasury Rate plus 20 basis points (or 0.200%)  On or after the Par Call Date, at any time at a redemption price equal to 100% of the principal amount, plus accrued and unpaid interest to the date of redemption
Day Count Convention:	30/360
CUSIP / ISIN:	573284 AQ9 / US573284AQ94

**FLOATING RATE NOTES AND FIXED RATE NOTE**

Ratings:\* Baa3 / BBB+ / BBB (Moody's / S&P / Fitch)

Trade Date: May 17, 2017

Settlement Date: May 22, 2015 (T+3)

Legal Format: SEC Registered

Denominations: \$2,000 x \$1,000

Joint Book-Running Managers: Deutsche Bank Securities Inc.  
J.P. Morgan Securities LLC  
BB&T Capital Markets, a division of BB&T Securities, LLC  
SunTrust Robinson Humphrey, Inc.  
Wells Fargo Securities, LLC

Co-Managers: PNC Capital Markets LLC  
Regions Securities LLC  
The Williams Capital Group, L.P.  
MUFG Securities Americas Inc.  
Comerica Securities, Inc.

*\* A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.*

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**The Issuer has filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer, any underwriter or any dealer participating in this offering will arrange to send you a copy of the prospectus if you request it by calling Deutsche Bank Securities Inc. at (800) 503-4611, J.P. Morgan Securities LLC at (212) 834-4533, BB&T Capital Markets, a division of BB&T Securities, LLC, at (844) 499-2713, SunTrust Robinson Humphrey, Inc. at (800) 685-4786 or Wells Fargo Securities, LLC at (800) 645-3751.**

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