

MARTIN MARIETTA MATERIALS INC

Form S-4

March 03, 2014

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As filed with the Securities and Exchange Commission on March 3, 2014

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

MARTIN MARIETTA MATERIALS, INC.

(Exact name of registrant as specified in its charter)

North Carolina
(State or other jurisdiction of
incorporation or organization)

1400
(Primary Standard Industrial
Classification Code Number)
2710 Wycliff Road

56-1848578
(I.R.S. Employer
Identification No.)

Raleigh, North Carolina 27607-3033

(919) 781-4550

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Roselyn R. Bar, Esq.

Senior Vice President, General Counsel and Corporate Secretary

2710 Wycliff Road

Raleigh, North Carolina 27607-3033

(919) 781-4550

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Frederick G. Anderson, Esq.

Texas Industries, Inc.

1503 LBJ Freeway, Suite 400

Dallas, Texas 75234

(972) 647-6700

Mark Gordon, Esq.

Gordon S. Moodie, Esq.

Wachtell, Lipton, Rosen &

Katz

51 West 52nd Street

New York, NY 10019

(212) 403-1000

Scott A. Barshay, Esq.

George F. Schoen, Esq.

Worldwide Plaza

Cravath, Swaine & Moore LLP

825 Eighth Avenue

New York, NY 10019

(212) 474-1000

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed document.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting Company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to be Registered(2)	Proposed Maximum Offering Price per Unit	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(4)
Common Stock, par value \$0.01 per share	22,935,392	N/A	\$2,675,249,594.25	\$344,572.15

- (1) Each share of the Registrant's common stock includes a right to purchase one one-thousandth of a share of Registrant's Junior Participating Class B Preferred Stock pursuant to the Rights Agreement, dated as of September 27, 2006, between the Registrant and American Stock Transfer & Trust Company, Inc.
- (2) Represents the estimated maximum number of shares of the Registrant's common stock (together with the associated preferred stock purchase rights) to be issued in connection with the merger described herein. The number of shares of common stock is based on the estimated number of shares of Texas Industries, Inc. common stock outstanding and reserved for issuance under various plans and in connection with various exchangeable and convertible securities as of February 25, 2014 and the exchange of each such share of Texas Industries, Inc. common stock for shares of the Registrant's common stock pursuant to the exchange ratio set forth in the Agreement and Plan of Merger, dated as of January 27, 2014, by and among Texas Industries, Inc., Project Holdings, Inc. and the Registrant.
- (3) Estimated solely for purposes of calculating the registration fee required by Section 6(b) of the Securities Act, and calculated pursuant to Rules 457(f)(1) and 457(c) under the Securities Act. The proposed maximum aggregate offering price of the Registrant's common stock was calculated based upon the market value of shares of Texas Industries, Inc. common stock (the securities to be cancelled in the merger) in accordance with Rule 457(c) under the Securities Act as follows: the product of (A) \$81.65, the average of the high and low prices per share of Texas Industries, Inc. common stock on February 25, 2014, as quoted on the New York Stock Exchange, multiplied by

(B) 32,764,845, the estimated maximum number of shares of Texas Industries, Inc. common stock outstanding and reserved for issuance under various plans and in connection with various exchangeable and convertible securities as of February 25, 2014.

(4) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$128.80 per \$1,000,000 of the proposed maximum aggregate offering price.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.

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Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY SUBJECT TO COMPLETION DATED March 3, 2014

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Martin Marietta Materials, Inc. (referred to as "Martin Marietta") and Texas Industries, Inc. (referred to as "TXI") have entered into an Agreement and Plan of Merger, dated as of January 27, 2014 (referred to as the "merger agreement"). Pursuant to the terms of the merger agreement, a wholly owned subsidiary of Martin Marietta will merge with and into TXI (referred to as the "merger") with TXI surviving the merger as a wholly owned subsidiary of Martin Marietta.

If the merger is completed, TXI stockholders will have the right to receive 0.70 shares of Martin Marietta common stock for each share of TXI common stock, with cash paid in lieu of fractional shares. This exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to closing of the merger. Based on the closing price of Martin Marietta common stock on the New York Stock Exchange (referred to as the "NYSE"), on January 27, 2014, the last trading day before public announcement of the merger, the 0.70 exchange ratio represented approximately \$71.95 in value for each share of TXI common stock. Based on such price on [], 2014, the latest practicable date before the date of this joint proxy statement/prospectus, the 0.70 exchange ratio represented approximately \$[] in value for each share of TXI common stock. Martin Marietta shareholders will continue to own their existing Martin Marietta shares. TXI common stock is currently traded on the NYSE under the symbol "TXI" and Martin Marietta common stock is currently traded on the NYSE under the symbol "MLM". **We urge you to obtain current market quotations of TXI and Martin Marietta common stock.**

Based on the estimated number of shares of TXI common stock outstanding on the record date for the special meetings, Martin Marietta expects to issue approximately 20.2 million shares of Martin Marietta common stock to TXI stockholders in the merger. Upon completion of the merger, we estimate that current Martin Marietta shareholders will own approximately 70% of the combined company and former TXI stockholders will own approximately 30% of the combined company.

Martin Marietta and TXI will each hold special meetings of their respective shareholders or stockholders in connection with the proposed merger.

At the special meeting of Martin Marietta shareholders, Martin Marietta shareholders will be asked to consider and vote on (i) a proposal to approve the issuance of Martin Marietta common stock to TXI stockholders in connection

with the merger (referred to as the share issuance proposal) and (ii) a proposal to adjourn the Martin Marietta special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of Martin Marietta common stock to TXI stockholders in connection with the merger (referred to as the Martin Marietta adjournment proposal). Approval of the share issuance proposal requires the affirmative vote of holders of a majority of the votes cast on such proposal by holders of Martin Marietta common stock. Approval of the Martin Marietta adjournment proposal requires that the votes cast in favor of the Martin Marietta adjournment proposal exceed the votes cast against it.

At the special meeting of TXI stockholders, TXI stockholders will be asked to consider and vote on (i) a proposal to approve the adoption of the merger agreement (referred to as the merger proposal), (ii) a proposal to adjourn the TXI special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement (referred to as the TXI adjournment proposal) and (iii) a non-binding, advisory proposal to approve the compensation that may become payable to TXI s named executive officers in connection with the completion of the merger (referred to as the compensation proposal). Approval of the merger proposal requires the affirmative vote of holders of a majority of the outstanding shares of TXI common stock entitled to vote on the proposal. Approval of the TXI adjournment proposal and the compensation proposal each requires the affirmative vote of holders of a majority of the issued and outstanding shares of TXI common stock present in person or represented by proxy at the TXI special meeting and entitled to vote at the meeting.

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In connection with the merger agreement, each of NNS Holding (referred to as NNS) and Southeastern Asset Management (referred to as SAM), who, collectively, hold approximately 51% of the outstanding shares of TXI common stock, entered into voting agreements pursuant to which each such stockholder agreed to vote all of its shares of TXI common stock in favor of the merger proposal and the approval of the transactions contemplated by the merger agreement and against, among other things, alternative transactions. In the event that TXI's board of directors changes its recommendation that TXI stockholders adopt the merger agreement, NNS and SAM will only be required to vote shares representing at most 35% of the outstanding TXI common stock in favor of the merger proposal, with the balance of their shares being voted in such circumstances in NNS's and SAM's sole discretion.

We cannot complete the merger unless the Martin Marietta shareholders approve the share issuance proposal and the TXI stockholders approve the merger proposal. **Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend your special meeting in person, please vote your shares as promptly as possible by (1) accessing the Internet website specified on your proxy card, (2) calling the toll-free number specified on your proxy card or (3) marking, signing, dating and returning all proxy cards that you receive in the postage-paid envelope provided, so that your shares may be represented and voted at the Martin Marietta or TXI special meeting, as applicable.**

After careful consideration, the Martin Marietta board of directors, on January 27, 2014, unanimously approved the merger agreement and the issuance of shares of Martin Marietta common stock to TXI stockholders in connection with the merger and determined that the merger agreement and the transactions contemplated thereby, including the merger and the issuance of shares of Martin Marietta common stock to TXI stockholders pursuant to the merger, are advisable and in the best interests of Martin Marietta and its shareholders. The Martin Marietta board of directors accordingly unanimously recommends that the Martin Marietta shareholders vote FOR each of the share issuance proposal and the Martin Marietta adjournment proposal.

After careful consideration, the TXI board of directors, on January 27, 2014, unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of TXI and its stockholders. The TXI board of directors accordingly unanimously recommends that the TXI stockholders vote FOR each of the merger proposal, the TXI adjournment proposal and the compensation proposal.

The obligations of Martin Marietta and TXI to complete the merger are subject to the satisfaction or waiver of several conditions set forth in the merger agreement. More information about Martin Marietta, TXI and the merger is contained in this joint proxy statement/prospectus. **Martin Marietta and TXI encourage you to read this entire joint proxy statement/prospectus carefully, including the section entitled Risk Factors beginning on page 19.**

We look forward to the successful combination of Martin Marietta and TXI.

Sincerely,

C. Howard Nye

Mel G. Brekhus

President and Chief Executive Officer

President and Chief Executive Officer

Martin Marietta Materials, Inc.

Texas Industries, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined that this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated [], 2014 and is first being mailed to the shareholders of Martin Marietta and stockholders of TXI on or about [], 2014.

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Martin Marietta Materials, Inc.

2710 Wycliff Road

Raleigh, North Carolina 27607-3033

(919) 781-4550

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To Be Held On [], 2014

Dear Shareholders of Martin Marietta Materials, Inc.:

We are pleased to invite you to attend the special meeting of shareholders of Martin Marietta Materials, Inc., a North Carolina corporation (referred to as Martin Marietta), which will be held at [], on [], 2014, at [], local time, for the following purposes:

to consider and vote on a proposal to approve the issuance of Martin Marietta common stock, par value \$0.01 per share, in connection with the merger contemplated by the Agreement and Plan of Merger, dated as of January 27, 2014, by and among Martin Marietta, Texas Industries, Inc., a Delaware corporation (referred to as TXI) and Project Holdings, Inc., a North Carolina corporation and a direct, wholly owned subsidiary of Martin Marietta, a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice (referred to as the share issuance proposal); and

to consider and vote on a proposal to adjourn the Martin Marietta special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the share issuance proposal (referred to as the Martin Marietta adjournment proposal).

Martin Marietta will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournment or postponement thereof. Please refer to the attached joint proxy statement/prospectus for further information with respect to the business to be transacted at the Martin Marietta special meeting.

The Martin Marietta board of directors has fixed the close of business on [], 2014 as the record date for determination of Martin Marietta shareholders entitled to receive notice of, and to vote at, the Martin Marietta special meeting or any adjournments or postponements thereof. Holders of record of shares of Martin Marietta common stock at the close of business on the record date are entitled to vote at the special meeting and any adjournment or postponement of the special meeting. A list of shareholders of record entitled to vote at the special meeting will be available beginning two business days after this notice of special meeting is given, and continuing through the special meeting, at our executive offices and principal place of business at 2710 Wycliff Road, Raleigh, North Carolina 27607 for inspection by shareholders during ordinary business hours for any purpose germane to the special meeting. The list will also be available at the special meeting for examination by any shareholder of record present at the special

meeting.

Approval of the share issuance proposal requires the affirmative vote of holders of a majority of the votes cast on such proposal by holders of Martin Marietta common stock. Approval of the Martin Marietta adjournment proposal requires that the votes cast in favor of the Martin Marietta adjournment proposal exceed the votes cast against it.

Your vote is important. Whether or not you expect to attend in person, we urge you to vote your shares as promptly as possible by (1) accessing the Internet website specified on your proxy card, (2) calling the toll-free number specified on your proxy card or (3) marking, signing, dating and returning

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the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Martin Marietta special meeting. If your shares are held in the name of a broker, bank, trust company or other nominee, please follow the instructions on the voting instruction card furnished by the record holder. In lieu of receiving a proxy card, participants in Martin Marietta's benefit plans have been furnished with voting instruction cards.

Please note that if you hold shares in different accounts, it is important that you vote the shares represented by each account.

The enclosed joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement. We urge you to read this joint proxy statement/prospectus, including any documents incorporated by reference, and the annexes carefully and in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of Martin Marietta common stock, please contact Martin Marietta's proxy solicitor:

Morrow & Co., LLC

470 West Avenue

Stamford, CT 06902

(203) 658-9400

(877) 757-5404 (toll free)

(800) 662-5200 (banks and brokers)

By Order of the Board of Directors,

Roselyn R. Bar

Senior Vice President, General Counsel and Secretary

Raleigh, North Carolina

[], 2014

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TEXAS INDUSTRIES, INC.

1503 LBJ Freeway, Suite 400

Dallas, Texas 75234

(972) 647-6700

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On [], 2014

Dear Stockholders of Texas Industries, Inc.:

We are pleased to invite you to attend the special meeting of stockholders of Texas Industries, Inc., a Delaware corporation (referred to as TXI), which will be held at [], on [], 2014 , at [], local time, for the following purposes:

to consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of January 27, 2014, by and among TXI, Martin Marietta Materials, Inc., a North Carolina corporation (referred to as Martin Marietta), and Project Holdings, Inc., a North Carolina corporation and a direct, wholly owned subsidiary of Martin Marietta, a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice; pursuant to which Merger Sub will be merged with and into TXI and each outstanding share of common stock of TXI will be converted into the right to receive 0.70 shares of common stock of Martin Marietta, with cash paid in lieu of fractional shares (referred to as the merger proposal);

to consider and vote on a proposal to adjourn the TXI special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger proposal (referred to as the TXI adjournment proposal); and

to consider and vote on a non-binding, advisory proposal to approve the compensation that may become payable to TXI s named executive officers in connection with the completion of the merger (referred to as the compensation proposal).

TXI will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournment or postponement thereof. Please refer to the attached joint proxy statement/prospectus for further information with respect to the business to be transacted at the TXI special meeting.

The TXI board of directors has fixed the close of business on [], 2014 as the record date for determination of TXI stockholders entitled to receive notice of, and to vote at, the TXI special meeting or any adjournments or postponements thereof. Only stockholders of record of TXI at the close of business on the record date are entitled to notice of, and to vote at, the special meeting and at any adjournment of the meeting. A list of stockholders of record

entitled to vote at the special meeting will be available for ten days before the special meeting at our executive offices and principal place of business at 1503 LBJ Freeway, Suite 400, Dallas, Texas 75234 for inspection by stockholders during ordinary business hours for any purpose germane to the special meeting. The list will also be available at the special meeting for examination by any stockholder of record present at the special meeting.

Approval of the merger proposal requires the affirmative vote of holders of a majority of the outstanding shares of TXI common stock entitled to vote on the proposal. Approval of the TXI adjournment proposal and the

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compensation proposal each requires the affirmative vote of holders of a majority of the issued and outstanding shares of TXI common stock present in person or represented by proxy at the TXI special meeting and entitled to vote at the meeting.

In connection with the merger agreement, each of NNS Holding (referred to as "NNS") and Southeastern Asset Management (referred to as "SAM"), who, collectively, hold approximately 51% of the outstanding shares of TXI common stock, entered into voting agreements pursuant to which each such stockholder agreed to vote all of its shares of TXI common stock in favor of the merger proposal and the approval of the transactions contemplated by the merger agreement and against, among other things, alternative transactions. In the event that TXI's board of directors changes its recommendation that TXI stockholders adopt the merger agreement, NNS and SAM will only be required to vote shares representing at most 35% of the outstanding TXI common stock in favor of the merger proposal, with the balance of their shares being voted in such circumstances in NNS's and SAM's sole discretion.

Your vote is important. Whether or not you expect to attend in person, we urge you to vote your shares as promptly as possible by (1) accessing the Internet website specified on your proxy card, (2) calling the toll-free number specified on your proxy card or (3) marking, signing, dating and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the TXI special meeting. If your shares are held in the name of a broker, bank, trust company or other nominee, please follow the instructions on the voting instruction card furnished by the record holder.

Please note that if you hold shares in different accounts, it is important that you vote the shares represented by each account.

The enclosed joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement. We urge you to read this joint proxy statement/prospectus, including any documents incorporated by reference, and the annexes carefully and in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of TXI common stock, please contact TXI's investor relations department:

Texas Industries, Inc.

1503 LBJ Freeway, Suite 400

Dallas, Texas 75234

(972) 647-6700

Attn: Investor Relations

By order of the Board of Directors,

Frederick G. Anderson

Vice President, General Counsel and Secretary

Dallas, Texas

[], 2014

Securities Act), with respect to the shares of Martin Marietta common stock to be issued to TXI stockholders pursuant to the merger agreement. This joint proxy statement/prospectus also constitutes a joint proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended (referred to as the Exchange Act). It also constitutes a notice of meeting with respect to the special meeting of Martin Marietta shareholders and a notice of meeting with respect to the special meeting of TXI stockholders.

You should rely only on the information contained or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated [], 2014. You should not assume that the information contained in, or incorporated by reference into, this joint proxy statement/prospectus is accurate as of any date other than that date. Neither our mailing of this joint proxy statement/prospectus to Martin Marietta shareholders or TXI stockholders, nor the issuance by Martin Marietta of common stock in connection with the merger will create any implication to the contrary.

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this joint proxy statement/prospectus regarding Martin Marietta has been provided by Martin Marietta and information contained in this joint proxy statement/prospectus regarding TXI has been provided by TXI.

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Unless otherwise indicated or as the context otherwise requires, all references in this joint proxy statement/prospectus to:

combined company refer collectively to Martin Marietta and TXI, following completion of the merger;

Martin Marietta refer to Martin Marietta Materials, Inc., a North Carolina corporation;

Martin Marietta common stock include, where appropriate, the associated share purchase rights under the Rights Agreement, dated as of September 27, 2006, between Martin Marietta and American Stock Transfer & Trust Company;

merger agreement refer to the Agreement and Plan of Merger, dated January 27, 2014, among Martin Marietta, TXI and Merger Sub, a copy of which is attached as Annex A to this joint proxy statement/prospectus and is incorporated herein by reference;

Merger Sub refer to Project Holdings, Inc., a North Carolina corporation and wholly owned subsidiary of Martin Marietta;

NNS refer to NNS Holding;

SAM refer to Southeastern Asset Management, Inc.;

TXI refer to Texas Industries, Inc., a Delaware corporation;

voting agreements refer collectively to the Voting Agreement, dated as of January 27, 2014, between Martin Marietta and NNS and the Voting Agreement, dated as of January 27, 2014, between Martin Marietta and SAM, copies of which are attached as Exhibit 2.2 and Exhibit 2.3, respectively, to the Current Reports on Form 8-K filed by Martin Marietta and TXI with the SEC on January 30, 2014 and are incorporated herein by reference;

we, our and us refer to Martin Marietta and TXI, collectively.

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QUESTIONS AND ANSWERS

The following are some questions that you, as a shareholder of Martin Marietta or stockholder of TXI, may have regarding the merger and the other matters being considered at the special meetings and the answers to those questions. Martin Marietta and TXI urge you to read carefully the remainder of this joint proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the special meetings. Additional important information is also contained in the annexes to and the documents incorporated by reference into this joint proxy statement/prospectus.

Q: Why am I receiving this joint proxy statement/prospectus?

A: You are receiving this joint proxy statement/prospectus because you were a shareholder of record of Martin Marietta or a stockholder of record of TXI as of the close of business on the record date for the Martin Marietta special meeting or the TXI special meeting, respectively. Martin Marietta and TXI have agreed to the combination of TXI and Martin Marietta under the terms of a merger agreement that is described in this joint proxy statement/prospectus. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A and is incorporated herein by reference.

This joint proxy statement/prospectus serves as the proxy statement through which Martin Marietta and TXI will solicit proxies to obtain the necessary shareholder or stockholder approvals for the proposed merger. It also serves as the prospectus by which Martin Marietta will issue shares of its common stock as the merger consideration.

In order to complete the merger, among other things, Martin Marietta shareholders must vote to approve the issuance of shares of Martin Marietta common stock to TXI stockholders in connection with the merger and TXI stockholders must vote to adopt the merger agreement.

Martin Marietta and TXI will hold separate special meetings to obtain these approvals. This joint proxy statement/prospectus contains important information about the merger and the special meetings of the shareholders of Martin Marietta and stockholders of TXI, and you should read it carefully and in its entirety. The enclosed voting materials allow you to vote your shares without attending your respective special meeting.

Your vote is important. We encourage you to vote as soon as possible.

Q: What will I receive in the merger?

A: If the merger is completed, holders of TXI common stock will be entitled to receive 0.70 shares of Martin Marietta common stock for each share of TXI common stock they hold at the effective time of the merger. TXI stockholders will not receive any fractional shares of Martin Marietta common stock in the merger. Instead, Martin Marietta will pay cash in lieu of any fractional shares of Martin Marietta common stock that a TXI stockholder would otherwise have been entitled to receive.

If the merger is completed, Martin Marietta shareholders will not receive any merger consideration and will continue to hold their shares of Martin Marietta common stock.

Q: If I am a TXI stockholder, how will I receive the merger consideration to which I am entitled?

A: After receiving the proper documentation from you, following the effective date of the merger, the exchange agent will forward to you the Martin Marietta common stock and cash in lieu of fractional shares to which you are entitled. For additional information about the exchange of TXI shares of common stock for Martin Marietta shares of common stock, see the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement Exchange of Shares in the Merger" beginning on page 76.

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Q: What is the value of the merger consideration?

A: Because Martin Marietta will issue 0.70 shares of Martin Marietta common stock in exchange for each share of TXI common stock, the value of the merger consideration that TXI stockholders receive will depend on the price per share of Martin Marietta common stock at the effective time of the merger. That price will not be known at the time of the special meetings and may be less than the current price or the price at the time of the special meetings. Based on the closing price of Martin Marietta common stock on the New York Stock Exchange (referred to as the NYSE), on [], 2014, the latest practicable date before the date of this joint proxy statement/prospectus, the 0.70 exchange ratio represented approximately \$[] in value for each share of TXI common stock. We urge you to obtain current market quotations of Martin Marietta and TXI common stock.

Q: When and where will the special meetings be held?

A: The Martin Marietta special meeting will be held at [] on [], 2014, at [], local time. The TXI special meeting will be held at [] on [], 2014, at [], local time.

Q: Who is entitled to vote at the special meeting?

A: Only shareholders of record of Martin Marietta common stock at the close of business on [], 2014, are entitled to vote at the special meeting and any adjournment or postponement of the Martin Marietta special meeting. Only stockholders of record of TXI at the close of business on [], 2014 are entitled to notice of, and to vote at, the special meeting and at any adjournment of the TXI special meeting.

Q: How can I attend the special meeting?

A: All of Martin Marietta's shareholders are invited to attend the Martin Marietta special meeting and all of TXI's stockholders are invited to attend the TXI special meeting. You may be asked to present valid photo identification, such as a driver's license or passport, before being admitted to the applicable special meeting. If you hold your shares in street name, you also may be asked to present proof of ownership to be admitted to the applicable special meeting. A brokerage statement or letter from your broker, bank, trust company or other nominee proving ownership of the shares on the record date for the applicable special meeting are examples of proof of ownership. To help Martin Marietta and TXI plan for the special meetings, please indicate whether you expect to attend by responding affirmatively when prompted during internet or telephone proxy submission or by marking the attendance box on your proxy card.

Q: What proposals will be considered at the special meeting?

A: At the special meeting of Martin Marietta shareholders, Martin Marietta shareholders will be asked to consider and vote on (i) the share issuance proposal and (ii) the Martin Marietta adjournment proposal. Martin Marietta

will transact no other business at its special meeting except such business as may properly be brought before the Martin Marietta special meeting or any adjournment or postponement thereof.

At the special meeting of TXI stockholders, TXI stockholders will be asked to consider and vote on (i) the merger proposal, (ii) the TXI adjournment proposal and (iii) the compensation proposal. TXI will transact no other business at its special meeting except such business as may properly be brought before the TXI special meeting or any adjournment or postponement thereof.

Q: Why are the merger agreement and the merger not being considered and voted upon by Martin Marietta shareholders?

A: Under North Carolina law, Martin Marietta shareholders are not required to approve the merger or adopt the merger agreement. Martin Marietta shareholders are being asked to consider and vote on the issuance of Martin Marietta common stock in connection with the merger.

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Q: How does the Martin Marietta board of directors recommend that I vote?

A: The Martin Marietta board of directors (referred to as the Martin Marietta board) unanimously approved the merger agreement and the issuance of shares of Martin Marietta common stock to TXI stockholders in connection with the merger and determined that the merger agreement and the transactions contemplated thereby, including the merger and the issuance of shares of Martin Marietta common stock to TXI stockholders pursuant to the merger, are advisable and in the best interests of Martin Marietta and its shareholders. The Martin Marietta board accordingly unanimously recommends that the Martin Marietta shareholders vote FOR each of the share issuance proposal and the Martin Marietta adjournment proposal.

Q: How does the TXI board of directors recommend that I vote?

A: The TXI board of directors (referred to as the TXI board) unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of TXI and its stockholders. The TXI board accordingly unanimously recommends that the TXI stockholders vote FOR each of the merger proposal, the TXI adjournment proposal and the compensation proposal.

Q: How do I vote?

A: If you are a shareholder of record of Martin Marietta as of the close of business on the record date for the Martin Marietta special meeting or a stockholder of record of TXI as of the close of business on the record date for the TXI special meeting, you may vote in person by attending your special meeting or, to ensure your shares are represented at the meeting, you may vote by:

accessing the Internet website specified on your proxy card;

calling the toll-free number specified on your proxy card; or

marking, signing, dating and returning the enclosed proxy card in the postage-paid envelope provided. If you hold Martin Marietta or TXI shares in the name of a bank or broker, please follow the voting instructions provided by your bank or broker to ensure that your shares are represented at your special meeting.

Q: What vote is required to approve each proposal?

A: *Martin Marietta*. Approval of the share issuance proposal requires the affirmative vote of holders of a majority of the votes cast on such proposal by holders of Martin Marietta common stock. Approval of the Martin Marietta

adjournment proposal requires that the votes cast in favor of the Martin Marietta adjournment proposal exceed the votes cast against it.

TXI. Approval of the merger proposal requires the affirmative vote of holders of a majority of the outstanding shares of TXI common stock entitled to vote on the proposal. Approval of the TXI adjournment proposal and the compensation proposal each requires the affirmative vote of holders of a majority of the issued and outstanding shares of TXI common stock present in person or represented by proxy at the TXI special meeting and entitled to vote at the meeting.

In connection with the merger agreement, each of NNS and SAM, who, collectively, hold approximately 51% of the outstanding shares of TXI common stock, entered into voting agreements pursuant to which each such stockholder agreed to vote all of its shares of TXI common stock in favor of the merger proposal and the approval of the transactions contemplated by the merger agreement and against, among other things, alternative transactions. In the event that TXI's board of directors changes its recommendation that TXI stockholders adopt the merger agreement, NNS and SAM will only be required to vote shares representing at most 35% of the outstanding TXI common stock in favor of the merger proposal, with the balance of their

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shares being voted in such circumstances in NNS's and SAM's sole discretion. For additional information about the voting agreements, see the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement Voting Agreements" beginning on page 98.

Q: How many votes do I have?

A: *Martin Marietta*. You are entitled to one vote for each share of Martin Marietta common stock that you owned as of the close of business on the Martin Marietta record date. As of the close of business on the Martin Marietta record date, there were [] shares of Martin Marietta common stock outstanding and entitled to vote at the Martin Marietta special meeting.

TXI. You are entitled to one vote for each share of TXI common stock that you owned as of the close of business on the TXI record date. As of the close of business on the TXI record date, there were [] shares of TXI common stock outstanding and entitled to vote at the TXI special meeting.

Q: What will happen if I fail to vote or I abstain from voting?

A: *Martin Marietta*. If you are a Martin Marietta shareholder and fail to vote or fail to instruct your broker or nominee to vote, it will have no effect on the share issuance proposal or the Martin Marietta adjournment proposal. If you are a Martin Marietta shareholder and you mark your proxy or voting instructions to abstain, it will have the effect of a vote against the share issuance proposal and will have no effect on the Martin Marietta adjournment proposal.

TXI. If you are a TXI stockholder and fail to vote, fail to instruct your broker or nominee to vote, or vote to abstain, it will have the same effect as a vote against the merger proposal. If you are a TXI stockholder and fail to vote or fail to instruct your broker or nominee to vote, it will have no effect on the TXI adjournment proposal or the compensation proposal, assuming a quorum is present. If you are a TXI stockholder and you mark your proxy or voting instructions to abstain, it will have the effect of a vote against the TXI adjournment proposal and the compensation proposal.

Q: What constitutes a quorum?

A: *Martin Marietta*. The presence of shareholders entitled to cast at least a majority of the votes entitled to be cast on a proposal constitutes a quorum for the transaction of business at the Martin Marietta special meeting. Shares of Martin Marietta common stock represented at the Martin Marietta special meeting and entitled to vote but not voted, including shares for which a shareholder directs an abstention from voting and broker non-votes (shares held by banks, brokerage firms or nominees that are present in person or by proxy at the Martin Marietta special meeting but with respect to which the broker or other shareholder of record is not instructed by the beneficial owner of such shares how to vote on a particular proposal and the broker does not have discretionary voting power on such proposal), will be counted as present for purposes of establishing a quorum. Shares of Martin Marietta common stock held in treasury will not be included in the calculation of the number of shares of Martin Marietta common stock represented at the meeting for purposes of determining whether a quorum is present.

TXI. Stockholders who hold at least a majority of the outstanding TXI common stock as of the close of business on the record date and who are entitled to vote must be present or represented by proxy in order to constitute a quorum for the transaction of business at the TXI special meeting. Shares of TXI common stock represented at the TXI special meeting but not voted, including shares for which a shareholder directs an abstention from voting, will be counted as present for purposes of establishing a quorum. Broker non-votes (shares held by banks, brokerage firms or nominees that are present in person or by proxy at the TXI special meeting but with respect to which the broker or other stockholder of record is not instructed by the beneficial owner of such shares how to vote on a particular proposal and the broker does not have discretionary voting power on such proposal) will not be counted as present for purposes of establishing a

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quorum. Shares of TXI common stock held in treasury will not be included in the calculation of the number of shares of TXI common stock represented at the meeting for purposes of determining whether a quorum is present.

Q: If my shares are held in street name by my broker, will my broker automatically vote my shares for me?

A: No. If you hold your shares in a stock brokerage account or if your shares are held by a bank or nominee (that is, in street name), your broker, bank, trust company or other nominee cannot vote your shares on non-routine matters without instructions from you. You should instruct your broker, bank, trust company or other nominee as to how to vote your shares, following the directions from your broker, bank, trust company or other nominee provided to you. Please check the voting form used by your broker, bank, trust company or other nominee. If you are a TXI stockholder and you do not provide your broker, bank, trust company or other nominee with instructions and your broker, bank, trust company or other nominee submits an unvoted proxy, your shares of TXI common stock will not be counted for purposes of determining a quorum at the TXI special meeting and they will not be voted on any proposal at the TXI special meeting on which your broker, bank, trust company or other nominee does not have discretionary authority. If you are a Martin Marietta shareholder and you do not provide your broker, bank, trust company or other nominee with instructions and your broker, bank, trust company or other nominee submits an unvoted proxy, your shares of Martin Marietta common stock will be counted for purposes of determining a quorum at the Martin Marietta special meeting, but will not be voted on any proposal on which your broker, bank, trust company or other nominee does not have discretionary authority. Please note that you may not vote shares held in street name by returning a proxy card directly to Martin Marietta or TXI or by voting in person at your special meeting unless you provide a legal proxy, which you must obtain from your broker, bank, trust company or other nominee.

If you are a Martin Marietta shareholder and you do not instruct your broker on how to vote your shares, your broker may not vote your shares on the share issuance proposal or the Martin Marietta adjournment proposal, which will have no effect on the vote on these proposals.

If you are a TXI stockholder and you do not instruct your broker on how to vote your shares, your broker may not vote your shares, which will have the same effect as a vote against the merger proposal and, assuming a quorum is present, will have no effect on the TXI adjournment proposal or the compensation proposal.

Q: What will happen if I return my proxy card without indicating how to vote?

A: If you return your proxy card without indicating how to vote on any particular proposal, the Martin Marietta common stock or TXI common stock represented by your proxy will be voted in favor of that proposal.

Q: Can I change my vote after I have returned a proxy or voting instruction card?

A: Yes. You can change your vote at any time before your proxy is voted at your special meeting. You can do this in one of three ways:

you can send a signed notice of revocation;

you can grant a new, valid proxy bearing a later date (including by telephone or through the Internet); or

if you are a holder of record, you can attend your special meeting and vote in person, which will automatically cancel any proxy previously given, or you may revoke your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.

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If you choose either of the first two methods, you must submit your notice of revocation or your new proxy to the Corporate Secretary of Martin Marietta or Secretary of TXI, as appropriate, no later than the beginning of the applicable special meeting. If your shares are held in street name by your bank or broker, you should contact your broker to change your vote or revoke your proxy.

Q: What happens if I transfer my shares of Martin Marietta or TXI common stock before the special meeting?

A: The record dates for the Martin Marietta and TXI special meetings are earlier than both the date of the special meetings and the date that the merger is expected to be completed. If you transfer your Martin Marietta or TXI shares after the applicable record date but before the applicable special meeting, you will retain your right to vote at the applicable special meeting. However, if you are a TXI stockholder, you will have transferred the right to receive the merger consideration in the merger. In order to receive the merger consideration, you must hold your shares through the effective date of the merger.

Q: What if I hold shares in both Martin Marietta and TXI?

A: If you are both a shareholder of Martin Marietta and a stockholder of TXI, you will receive two separate packages of proxy materials. A vote cast as a Martin Marietta shareholder will not count as a vote cast as a TXI stockholder, and a vote cast as a TXI stockholder will not count as a vote cast as a Martin Marietta shareholder. Therefore, please separately submit a proxy for each of your Martin Marietta and TXI shares.

Q: Who is the inspector of election?

A: The board of directors of Martin Marietta has appointed a representative of American Stock Transfer & Trust Company to act as the inspector of election at the Martin Marietta special meeting. The board of directors of TXI has appointed a representative of Computershare Investor Services to act as the inspector of election at the TXI special meeting.

Q: Where can I find the voting results of the special meeting?

A: The preliminary voting results will be announced at the Martin Marietta and TXI special meetings. In addition, within four business days following certification of the final voting results, each of Martin Marietta and TXI intends to file the final voting results of its special meeting with the SEC on Form 8-K.

Q: What will happen if all of the proposals to be considered at the special meeting are not approved?

A: As a condition to completion of the merger, Martin Marietta's shareholders must approve the share issuance proposal and TXI's stockholders must approve the merger proposal. Completion of the merger is not conditioned or dependent on approval of any of the other proposals to be considered at the special meetings.

Q: Are Martin Marietta shareholders or TXI stockholders entitled to appraisal rights?

A: No. Under the General Corporation Law of the State of Delaware (referred to as the "DGCL"), the holders of TXI common stock are not entitled to appraisal rights in connection with the merger. Under the North Carolina Business Corporation Act (referred to as the "NCBCA"), the holders of Martin Marietta common stock are not entitled to appraisal rights in connection with the share issuance proposal.

Q: Why are TXI stockholders being asked to approve, on a non-binding advisory basis, the compensation that may be paid or become payable to TXI's named executive officers in connection with the completion of the merger?

A: The rules promulgated by the SEC under Section 14A of the Exchange Act require TXI to seek a non-binding, advisory vote with respect to certain compensation that may be paid or become payable to TXI's named executive officers in connection with the merger. For more information regarding such payments, see the section entitled "Advisory (Non-Binding) Vote on Compensation" beginning on page 101.

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Q: What will happen if TXI stockholders do not approve, on a non-binding advisory basis, the payments to TXI's named executive officers in connection with the completion of the merger?

A: The vote on the compensation proposal is a vote separate and apart from the vote on the merger proposal. Accordingly, TXI stockholders may vote in favor of the merger proposal and not in favor of the compensation proposal, or vice versa. Approval of the compensation proposal is not a condition to consummation of the merger with Martin Marietta, and it is advisory in nature only, meaning it will not be binding on either Martin Marietta or TXI. Accordingly, because TXI is contractually obligated to pay such compensation, if the proposed merger with Martin Marietta is completed, the compensation will be payable, subject only to the conditions applicable to such compensation payments, regardless of the outcome of the advisory vote.

Q: What are the material U.S. federal income tax consequences of the merger to U.S. holders of TXI common shares?

A: TXI and Martin Marietta intend for the merger to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (referred to as the Code). It is a condition to Martin Marietta's obligation to complete the merger that Martin Marietta receive an opinion from Cravath, Swaine & Moore LLP (referred to as Cravath), counsel to Martin Marietta, to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code. It is a condition to TXI's obligation to complete the merger that TXI receive an opinion from Wachtell, Lipton, Rosen & Katz (referred to as Wachtell Lipton), special counsel to TXI, to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code. In addition, in connection with the filing of the registration statement of which this document is a part, each of Martin Marietta and TXI expects to receive an opinion from its counsel to the same effect as the opinions described above. Accordingly, and on the basis of the opinions expected to be received in connection herewith, a U.S. holder (as defined on page 73) of TXI common stock will not recognize any gain or loss for U.S. federal income tax purposes upon the exchange of shares of TXI common stock for shares of Martin Marietta common stock in the merger, except with respect to cash received in lieu of fractional shares.

Please carefully review the information set forth in the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement - Material U.S. Federal Income Tax Consequences of the Merger" beginning on page 73 for a description of the material U.S. federal income tax consequences of the merger. **The tax consequences to you of the merger will depend on your own situation. Please consult your own tax advisors as to the specific tax consequences to you of the merger.**

Q: What are the conditions to completion of the merger?

A: In addition to the approval of the share issuance proposal by Martin Marietta's shareholders and the approval of the merger proposal by TXI's stockholders as described above, completion of the merger is subject to the satisfaction of a number of other conditions, including regulatory clearance. For additional information on the regulatory clearance required to complete the merger, see the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement - Regulatory Clearances Required for the Merger" beginning on page 75. For additional information on the conditions to completion of the merger, see the section entitled "The

Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement The Merger Agreement Conditions to Completion of the Merger beginning on page 94.

Q: Will I still be paid dividends prior to the merger?

A: Martin Marietta has historically paid quarterly dividends of \$0.40 per share to its shareholders. Martin Marietta may continue to declare and pay its regular quarterly cash dividend with declaration, record and payment dates consistent with past practice and in accordance with its dividend policy without TXI s

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consent. TXI's board of directors has not approved a dividend on TXI's capital stock in calendar year 2014 and TXI did not pay dividends on its capital stock in calendar year 2013. The merger agreement prohibits TXI from declaring, setting aside or paying any dividends on its capital stock without Martin Marietta's consent before the earlier of the closing of the merger or the termination of the merger agreement in accordance with its terms.

Q: When do you expect the merger to be completed?

A: Martin Marietta and TXI hope to complete the merger as soon as reasonably practicable and are working to complete the merger in the second quarter of 2014. However, the merger is subject to regulatory clearances and other conditions, and it is possible that factors outside the control of both companies could result in the merger being completed at a later time, or not at all. There may be a substantial amount of time between the respective Martin Marietta and TXI special meetings and the completion of the merger.

Q: What will happen to outstanding TXI equity awards in the merger?

A: Upon consummation of the merger, each outstanding stock option and stock appreciation right with respect to TXI common stock will automatically vest and convert into a vested option or stock appreciation right, as applicable, on the same terms as were applicable prior to the merger, with respect to a corresponding number of shares of Martin Marietta common stock after giving effect to the 0.70 exchange ratio. Upon consummation of the merger, each TXI restricted stock unit (other than those described in the immediately following sentence) will automatically vest and convert into the right to receive a corresponding number of shares of Martin Marietta common stock after giving effect to the 0.70 exchange ratio, with cash provided in lieu of fractional shares. Under certain circumstances, TXI may grant a limited number of TXI restricted stock units to certain employees (subject to Martin Marietta's consent). Such TXI restricted stock units will not vest upon consummation of the merger (or a subsequent termination of employment), but will be converted upon consummation of the merger into Martin Marietta restricted stock units, on the same terms as were applicable prior to the merger, with respect to a corresponding number of shares of Martin Marietta after giving effect to the 0.70 exchange ratio and, unlike other TXI restricted stock units, they will still be subject to vesting following closing of the merger.

Q: What do I need to do now?

A: Carefully read and consider the information contained in and incorporated by reference into this joint proxy statement/prospectus, including its annexes.

If you are a holder of record, in order for your shares to be represented at your special meeting:

you can attend your special meeting in person;

you can vote through the Internet or by telephone by following the instructions included on your proxy card;
or

you can indicate on the enclosed proxy card how you would like to vote and return the proxy card in the accompanying pre-addressed postage paid envelope.

If you hold your shares in street name, in order for your shares to be represented at your special meeting, you should instruct your broker, bank, trust company or other nominee as to how to vote your shares, following the directions from your broker, bank, trust company or other nominee provided to you.

Q: Do I need to do anything with my shares of TXI common stock now?

A: If you are a TXI stockholder, after the merger is completed, your shares of TXI common stock will be automatically converted into Martin Marietta shares. You will receive instructions at that time regarding exchanging your shares for shares of Martin Marietta common stock. You do not need to take any action at this time. Please do not send your TXI stock certificates with your proxy card.

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If you are a Martin Marietta shareholder, you are not required to take any action with respect to your Martin Marietta stock certificates. You will continue to hold your shares of Martin Marietta common stock.

Q: Are there any risks in the merger or the Martin Marietta share issuance that I should consider?

A: Yes. There are risks associated with all business combinations, including the merger, and the related Martin Marietta share issuance. These risks are discussed in more detail in the section entitled Risk Factors beginning on page 19.

Q: Who can help answer my questions?

A: Martin Marietta shareholders or TXI stockholders who have questions about the merger, the Martin Marietta share issuance or the other matters to be voted on at the special meetings or desire additional copies of this joint proxy statement/prospectus or additional proxy cards should contact:

if you are a Martin Marietta shareholder:

Morrow & Co., LLC
470 West Avenue
Stamford, CT 06902
(203) 658-9400
(877) 757-5404 (toll free)
(800) 662-5200 (banks and brokers)

or

Martin Marietta Materials, Inc.
2710 Wycliff Road
Raleigh, NC 27607
(919) 783-4540
Attn: Corporate Secretary

if you are a TXI stockholder:

Texas Industries, Inc.
1503 LBJ Freeway, Suite 400
Dallas, Texas 75234
(972) 647-6700
Attn: Investor Relations

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SUMMARY

*This summary highlights information contained elsewhere in this joint proxy statement/prospectus and may not contain all the information that is important to you. Martin Marietta and TXI urge you to read carefully the remainder of this joint proxy statement/prospectus, including the attached annexes and the other documents to which we have referred you, because this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the applicable special meeting. See also the section entitled *Where You Can Find More Information* beginning on page 140. We have included page references to direct you to a more complete description of the topics presented in this summary.*

The Companies

Martin Marietta Materials, Inc. (See page 28)

Martin Marietta Materials, Inc.

2710 Wycliff Road

Raleigh, NC 27607

Telephone: (919) 783-4540

Martin Marietta Materials, Inc., a North Carolina corporation, is the nation's second largest producer of aggregates products (crushed stone, sand and gravel) for the construction industry, including infrastructure, nonresidential, residential, railroad ballast, agricultural and chemical grade stone used in environmental applications. Martin Marietta's aggregates business also includes asphalt products, ready mixed concrete and road paving operations. Martin Marietta also has a Specialty Products segment that manufactures and markets magnesia-based chemical products used in industrial, agricultural and environmental applications, and dolomitic lime sold primarily to customers in the steel industry.

Martin Marietta's common stock is listed on the NYSE under the symbol **MLM**.

Additional information about Martin Marietta and its subsidiaries is included in documents incorporated by reference in this joint proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 140.

Texas Industries, Inc. (See page 28)

Texas Industries, Inc.

1503 LBJ Freeway, Suite 400

Dallas, Texas 75234

Telephone: (972) 647-6700

Texas Industries, Inc., a Delaware corporation, is a leading supplier of heavy construction materials in the southwestern United States through three business segments: cement, aggregates and concrete. TXI's cement production and distribution facilities are concentrated primarily in Texas and California, the two largest cement

markets in the United States. Based on production capacity, TXI is the largest producer of cement in Texas with a 32% share in that state. TXI's aggregate segment produces natural aggregates, including sand, gravel and crushed limestone. TXI's concrete segment produces ready-mix concrete. TXI is a major supplier of natural aggregates and ready-mix concrete in Texas and northern Louisiana and, to a lesser extent, in Oklahoma and Arkansas.

TXI's common stock is listed on the NYSE under the symbol TXI.

Additional information about TXI and its subsidiaries is included in documents incorporated by reference in this joint proxy statement/prospectus. See "Where You Can Find More Information" beginning on page 140.

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Project Holdings, Inc. (See page 28)

Project Holdings, Inc., a wholly owned subsidiary of Martin Marietta (referred to as Merger Sub), is a North Carolina corporation that was formed on January 14, 2014 for the purpose of effecting the merger. Upon completion of the merger, Merger Sub will be merged with and into TXI, with TXI surviving as a wholly owned subsidiary of Martin Marietta. Merger Sub has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement in connection with the merger.

The Merger and the Merger Agreement

A copy of the merger agreement is attached as Annex A to this joint proxy statement/prospectus. Martin Marietta and TXI encourage you to read the entire merger agreement carefully because it is the principal document governing the merger and the Martin Marietta share issuance. For more information on the merger agreement, see the section entitled The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement The Merger Agreement beginning on page 82.

Effects of Merger (See page 37)

Subject to the terms and conditions of the merger agreement, at the effective time of the merger, Merger Sub, a direct, wholly owned subsidiary of Martin Marietta formed for the purposes of the merger, will be merged with and into TXI. TXI will survive the merger as a direct, wholly owned subsidiary of Martin Marietta.

Merger Consideration; Treatment of Stock Options and Other Equity-Based Awards (See pages 76 and 83)

TXI stockholders will receive 0.70 shares of Martin Marietta common stock for each share of TXI common stock they hold, with cash paid in lieu of fractional shares. The exchange ratio is fixed and will not be adjusted for changes in the market value of the common stock of TXI or Martin Marietta. Because of this, the implied value of the consideration to TXI stockholders will fluctuate between now and the completion of the merger. Based on the closing price of Martin Marietta common stock on the NYSE, on January 27, 2014, the last trading day before public announcement of the merger, the 0.70 exchange ratio represented approximately \$71.95 in value for each share of TXI common stock. Based on the closing price of Martin Marietta common stock on the NYSE on [], 2014, the latest practicable date before the date of this joint proxy statement/prospectus, the 0.70 exchange ratio represented approximately \$[] in value for each share of TXI common stock.

Upon consummation of the merger, each outstanding stock option and stock appreciation right with respect to TXI common stock will automatically vest and convert into a vested option or stock appreciation right, as applicable, on the same terms as were applicable prior to the merger, with respect to a corresponding number of shares of Martin Marietta common stock after giving effect to the 0.70 exchange ratio. Upon consummation of the merger, each TXI restricted stock unit (other than those described in the immediately following sentence) will automatically vest and convert into the right to receive a corresponding number of shares of Martin Marietta common stock after giving effect to the 0.70 exchange ratio, with cash provided in lieu of fractional shares. Under certain circumstances, TXI may grant a limited number of TXI restricted stock units to certain employees (subject to Martin Marietta's consent). Such TXI restricted stock units will not vest upon consummation of the merger (or a subsequent termination of employment), but will be converted upon consummation of the merger into Martin Marietta restricted stock units, on the same terms as were applicable prior to the merger, with respect to a corresponding number of shares of Martin Marietta after giving effect to the 0.70 exchange ratio and, unlike other TXI restricted stock units, they will still be subject to vesting following closing of the merger.

Material U.S. Federal Income Tax Consequences of the Merger (See page 73)

TXI and Martin Marietta intend for the merger to qualify as a reorganization within the meaning of Section 368(a) of the Code. It is a condition to Martin Marietta's obligation to complete the merger that Martin Marietta receive an opinion from Cravath, counsel to Martin Marietta, to the effect that the merger will qualify as

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a reorganization within the meaning of Section 368(a) of the Code. It is a condition to TXI's obligation to complete the merger that TXI receive an opinion from Wachtell Lipton, special counsel to TXI, to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code. In addition, in connection with the filing of the registration statement of which this document is a part, each of Martin Marietta and TXI expects to receive an opinion from its counsel to the same effect as the opinions described above. Accordingly, and on the basis of the opinions expected to be received in connection herewith, a U.S. holder (as defined on page 73) of TXI common stock will not recognize any gain or loss for U.S. federal income tax purposes upon the exchange of shares of TXI common stock for shares of Martin Marietta common stock in the merger, except with respect to cash received in lieu of fractional shares of Martin Marietta common stock.

Please carefully review the information set forth in the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement - Material U.S. Federal Income Tax Consequences of the Merger" beginning on page 73 for a description of the material U.S. federal income tax consequences of the merger. **Please consult your own tax advisors as to the specific tax consequences to you of the merger.**

Recommendation of the Martin Marietta Board of Directors (See page 43)

After careful consideration, the Martin Marietta board, on January 27, 2014, unanimously approved the merger agreement and the issuance of shares of Martin Marietta common stock to TXI stockholders pursuant to the merger and determined that the merger agreement and the transactions contemplated thereby, including the merger and the issuance of shares of Martin Marietta common stock to TXI stockholders pursuant to the merger, are advisable and in the best interests of Martin Marietta and its shareholders. For the factors considered by the Martin Marietta board in reaching its decision to approve the merger agreement, see the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement - Martin Marietta's Reasons for the Merger; Recommendation of the Martin Marietta Board of Directors" beginning on page 43. **The Martin Marietta board unanimously recommends that the Martin Marietta shareholders vote FOR each of the share issuance proposal and the Martin Marietta adjournment proposal.**

Recommendation of the TXI Board of Directors (See page 46)

After careful consideration, the TXI board, on January 27, 2014, unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of TXI and its stockholders. For the factors considered by the TXI board in reaching its decision to adopt the merger agreement, see the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement - TXI's Reasons for the Merger; Recommendation of the TXI Board of Directors" beginning on page 46. **The TXI board unanimously recommends that the TXI stockholders vote FOR each of the merger proposal, the TXI adjournment proposal and the compensation proposal.**

Opinions of Martin Marietta's Financial Advisors (See page 49)

J.P. Morgan Securities LLC (referred to as "J.P. Morgan"), Deutsche Bank Securities Inc. (referred to as "Deutsche Bank") and Barclays Capital Inc. (referred to as "Barclays") and, together with J.P. Morgan and Deutsche Bank, sometimes referred to as the "Martin Marietta Financial Advisors") each delivered its opinion to the Martin Marietta board on January 27, 2014 that, as of such date, the exchange ratio of 0.70 shares of Martin Marietta common stock to be issued in exchange for each share of TXI common stock in the merger was fair, from a financial point of view, to Martin Marietta.

The full texts of the written opinions of J.P. Morgan, Deutsche Bank and Barclays, each dated January 27, 2014, which set forth, among other things, the assumptions made, procedures followed, matters and factors considered and limitations and qualifications on the review undertaken by each of J.P. Morgan, Deutsche Bank and Barclays in rendering its opinion, are attached to this joint proxy statement/prospectus as Annexes B, C and

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D, respectively. **You are urged to, and should, read the opinions carefully and in their entirety. Each such opinion was addressed and directed to the board of directors of Martin Marietta in connection with its evaluation of the merger, addresses only the fairness, from a financial point of view, to Martin Marietta of the exchange ratio in the merger and does not constitute a recommendation to any shareholder of Martin Marietta as to how such shareholder should vote with respect to the share issuance or any other matter.** None of J.P. Morgan, Deutsche Bank or Barclays has expressed any opinion as to the underlying business decision by Martin Marietta to engage in the merger.

Opinion of TXI's Financial Advisor (See page 63)

Citigroup Global Markets Inc. (referred to as Citigroup) delivered its opinion to the TXI board on January 27, 2014 that, as of such date, and based on and subject to the matters described in its opinion, the exchange ratio was fair, from a financial point of view, to the holders of TXI common stock (other than Martin Marietta and its affiliates).

The full text of Citigroup's written opinion, dated January 27, 2014, which describes the assumptions made, procedures followed, matters considered and limitations on the review undertaken, is attached to this joint proxy statement/prospectus as Annex E and is incorporated into this joint proxy statement/prospectus by reference. **You are encouraged to, and should, read the opinion carefully and in its entirety. Citigroup's opinion was provided to the TXI board in connection with its evaluation of the exchange ratio from a financial point of view to holders of TXI common stock (other than Martin Marietta and its affiliates) and does not address any other aspects or implications of the merger or the underlying business decision of TXI to effect the merger, the relative merits of the merger as compared to any alternative business strategies that might exist for TXI or the effect of any other transaction in which TXI might engage. Citigroup's opinion is not intended to be and does not constitute a recommendation to any securityholder as to how such securityholder should vote or act on any matters relating to the merger.**

Financial Interests of Martin Marietta Directors and Officers in the Merger (See page 69)

Martin Marietta's directors and executive officers have financial interests in the merger that are different from, or in addition to, their interests as Martin Marietta shareholders. The Martin Marietta board was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the merger, and in recommending to Martin Marietta shareholders the approval of the share issuance proposal and the Martin Marietta adjournment proposal.

Financial Interests of TXI's Directors and Officers in the Merger (See page 69)

Certain members of the board of directors and executive officers of TXI may be deemed to have interests in the merger that are in addition to, or different from, the interests of other TXI stockholders. The TXI board was aware of these interests and considered them, among other matters, in approving the merger and the merger agreement and in making the recommendations that the TXI stockholders approve and adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement. These interests include:

Outstanding TXI options, stock appreciation rights and restricted stock units held by TXI's executive officers will vest pursuant to their terms upon consummation of the merger. The merger agreement provides for the conversion of outstanding TXI options and stock appreciation rights into vested options and stock appreciation rights in respect of shares of Martin Marietta common stock and the cancellation of TXI

restricted stock units held by TXI's executive officers for the right to receive the merger consideration.

Change-in-control severance agreements with TXI's executive officers provide for severance benefits in the event of certain qualifying terminations of employment following the merger.

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TXI's Executive Financial Security Plans provide, in the event of certain qualifying terminations of employment or the termination of the plans following the merger, that (i) TXI's executive officers who are age 55 or older would become fully vested in their benefits and would begin receiving payments as if they had reached age 65, and (ii) TXI's executive officers who are under age 55 would have five years added to their credited years of service, but they would not begin to receive payments until they reach age 65.

TXI's directors and executive officers are entitled to continued indemnification and insurance coverage under the merger agreement.

Board of Directors Following the Merger (See page 73)

Pursuant to the merger agreement, promptly following the merger, a new director will be appointed to Martin Marietta's board of directors. The new director will be a person who is mutually agreed upon by Martin Marietta and TXI (or one of TXI's current two largest stockholders designated by TXI's board of directors) following good faith consultations between Martin Marietta and TXI (or such designee) and a determination by Martin Marietta's Nominating and Corporate Governance Committee that the proposed individual is an appropriate person to add to the Martin Marietta board.

Regulatory Clearances Required for the Merger (See page 75)

The merger is subject to the requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (referred to as the HSR Act), which prevents Martin Marietta and TXI from completing the merger until the applicable waiting period under the HSR Act is terminated or expires. On February 18, 2014, Martin Marietta and TXI filed the requisite notification and report forms under the HSR Act with the Antitrust Division of the Department of Justice (referred to as the DOJ) and the Federal Trade Commission (referred to as the FTC). The DOJ has taken jurisdiction for the review of the merger. The waiting period initiated by the HSR filings will expire on March 20, 2014 unless terminated prior to that date at the direction of the DOJ or unless extended by the DOJ by the issuance of a request for additional information and documentary material (referred to as a second request). If a second request is issued, the waiting period will expire on the thirtieth day after Martin Marietta and TXI have substantially complied with the second request, unless that period is extended voluntarily by the parties or terminated sooner at the direction of the DOJ. The DOJ and others may challenge the merger on antitrust grounds either before or after expiration or termination of the waiting period. At any time before or after the completion of the merger, any of the DOJ, the FTC or another person could take action under the antitrust laws as it deems necessary or desirable in the public interest, including without limitation seeking to enjoin the completion of the merger, seeking a rescission or other unwinding of the merger, or permitting completion subject to regulatory concessions or conditions. We cannot assure you that a challenge to the merger will not be made or that, if a challenge is made, it will not succeed.

Completion of the Merger (See page 83)

We currently expect to complete the merger in the second quarter of 2014, subject to receipt of required shareholder and stockholder approvals and regulatory clearance and the satisfaction or waiver of the other closing conditions. It is possible that factors outside the control of Martin Marietta or TXI could result in the merger being completed at a later time or not at all.

No Solicitation of Alternative Proposals (See page 89)

Martin Marietta and TXI have each agreed that, from the time of the execution of the merger agreement until the earlier of the consummation of the merger or the termination of the merger agreement, not to, and not to authorize or

permit any of its respective affiliates, directors, officers, employees or representatives to, directly or indirectly (i) solicit, initiate or knowingly encourage, induce or facilitate any takeover proposal (as defined on

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page 90) or any inquiry or proposal that may reasonably be expected to lead to a takeover proposal or (ii) participate in any discussions or negotiations with any person regarding, or cooperate with or furnish information to any person with respect to, a takeover proposal or any inquiry or proposal that may reasonably be expected to lead to a takeover proposal.

Notwithstanding these restrictions, if at any time prior to obtaining the approval of its shareholders or stockholders, as applicable, Martin Marietta or TXI receives a bona fide written takeover proposal that its board of directors determines in good faith (after consultation with its advisors) constitutes or is reasonably expected to result in a superior proposal (as defined on page 90) which did not result from a breach of the merger agreement or, in the case of TXI, the exclusivity agreement entered into between Martin Marietta and TXI, then such party and its representatives may (i) furnish information with respect to itself and its subsidiaries to the person making such takeover proposal (subject to certain conditions and obligations in the merger agreement) and (ii) participate in discussions regarding the terms of such takeover proposal and negotiate such terms with the person making such takeover proposal.

Martin Marietta and TXI have each also agreed (i) to notify the other within 24 hours of obtaining knowledge of a takeover proposal or an inquiry or proposal that may reasonably be expected to lead to a takeover proposal, (ii) to keep the other informed in all material respects of the status and details of any takeover proposal and (iii) to provide the other as soon as practicable all drafts of agreements relating to a takeover proposal and all written proposals containing material terms of and counterproposals to a takeover proposal that are exchanged with the person making the takeover proposal or any of its affiliates or representatives.

Changes in Board Recommendations (See page 91)

The merger agreement provides that, subject to certain exceptions, neither Martin Marietta's board of directors, nor TXI's board of directors, will (i) withdraw, modify (in a manner adverse to the other party) or propose publicly to withdraw or modify (in a manner adverse to the other party) its recommendation of the share issuance proposal or the merger proposal, as applicable, or (ii) adopt, or propose publicly to adopt, or allow the applicable party or any of its affiliates to enter into an agreement or arrangement relating to a takeover proposal (other than a confidentiality agreement otherwise permitted by the merger agreement). Notwithstanding the foregoing restrictions, at any time prior to obtaining the relevant shareholder or stockholder approval, the board of directors of Martin Marietta or TXI, as applicable, may, if it determines in good faith (after consultation with its advisors) that the failure to take such action would be inconsistent with its fiduciary duties and subject to compliance with certain obligations set forth in the merger agreement (including providing the other party with prior notice and the right under certain circumstances to negotiate to match the terms of any superior proposal), (i) make an adverse recommendation change or terminate the merger agreement to enter into a binding agreement providing for a takeover proposal that did not result from a breach of the non-solicitation provisions in the merger agreement that it determines in good faith (after consultation with its advisors) constitutes a superior proposal or (ii) make an adverse recommendation change in response to an intervening event (as defined on page 91).

Conditions to Completion of the Merger (See page 94)

The obligations of each of Martin Marietta and TXI to effect the merger are subject to the satisfaction or waiver of the following conditions:

the approval by TXI stockholders of the merger proposal;

the approval by Martin Marietta shareholders of the share issuance proposal;

the approval for listing by the NYSE, subject to official notice of issuance, of the Martin Marietta common stock issuable to TXI stockholders in the merger;

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the termination or expiration of any applicable waiting period under the HSR Act;

the absence of any law, order, judgment or other legal restraint by a court or other governmental entity that prevents, makes illegal or prohibits the closing of the merger;

the SEC having declared effective the registration statement of which this joint proxy statement/prospectus forms a part;

the representations and warranties of the other party relating to organization, standing, corporate power, capital structure, authority, execution and delivery, enforceability and brokers' fees and expenses being true and correct in all material respects as of the date of the merger agreement and as of the date of the closing of the merger (except to the extent expressly made as of an earlier date, in which case, as of such earlier date);

each other representation and warranty of the other party being true and correct as of the date of the merger agreement and as of the date of the closing of the merger (except to the extent expressly made as of an earlier date, in which case, as of such earlier date), except where the failure of such representations and warranties to be true and correct, individually and in the aggregate has not had and would not reasonably be expected to have a material adverse effect (as defined on page 84);

the other party having performed in all material respects, all obligations required to be performed by it under the merger agreement;

the absence of a material adverse effect on the other party since the date of the merger agreement;

the receipt of an officer's certificate executed by an executive officer of the other party certifying that the four preceding conditions have been satisfied; and

the receipt of an opinion of that party's counsel to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code.

In addition, the obligations of Martin Marietta and Merger Sub to effect the merger are conditioned on the absence of any legal restraint issued or promulgated by a U.S. governmental entity that would result in a requirement to dispose of or hold separate, or any prohibition or limitation on the ownership, operation or control of, any business, properties or assets, which would reasonably be expected to result in a substantial detriment (as defined on page 93).

We cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

Termination of the Merger Agreement (See page 95)

Martin Marietta and TXI may mutually agree to terminate the merger agreement before completing the merger, even after shareholder or stockholder approval.

In addition, either Martin Marietta or TXI may terminate the merger agreement, even after shareholder or stockholder approval:

if the merger is not consummated by July 27, 2014 (which deadline may be extended, under certain circumstances, for one or more one-month periods by either Martin Marietta or TXI up to January 27, 2015);

if Martin Marietta shareholders fail to approve the share issuance proposal;

if TXI stockholders fail to approve the merger proposal;

to enter into a binding agreement providing for a superior proposal (so long as the terminating party has complied with its non-solicitation obligations under the merger agreement);

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if the other party breaches the merger agreement in a way that would entitle the party seeking to terminate the agreement not to consummate the merger, subject to the right of the breaching party to cure the breach; or

if the board of directors of the other party withdraws, modifies (in a manner adverse to the terminating party) or proposes publicly to withdraw or modify (in a manner adverse to the terminating party) its recommendation of the share issuance proposal or the merger proposal, as applicable, or fails to include in this joint proxy statement/prospectus its recommendation of the share issuance proposal or the merger proposal, as applicable.

Expenses and Termination Fees (See page 96)

Generally, all fees and expenses incurred in connection with the merger and the transactions contemplated by the merger agreement will be paid by the party incurring those expenses. However, the merger agreement provides that, upon termination of the merger agreement under certain circumstances, Martin Marietta may be obligated to pay TXI a termination fee of \$140 million and TXI may be obligated to pay Martin Marietta a termination fee of \$70 million. The merger agreement also provides that, upon termination of the merger agreement under certain antitrust-related circumstances, Martin Marietta may be required to pay TXI a termination fee of \$25 million and to provide TXI with the option to lease three of Martin Marietta's distribution yards in Texas. See the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement - Expenses and Termination Fees" beginning on page 96 for a more complete discussion of the circumstances under which termination fees will be required to be paid and the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement - Lease Agreements" beginning on page 99 for a more complete discussion of the lease agreements entered into between Martin Marietta and TXI concurrently with the execution of the merger agreement.

Accounting Treatment (See page 75)

Martin Marietta prepares its financial statements in accordance with accounting principles generally accepted in the United States (referred to as "GAAP"). The merger will be accounted for by Martin Marietta in accordance with Accounting Standards Codification Topic 805, *Business Combinations* (referred to as "ASC 805"). The purchase price will be determined based on the number of common shares issued and the Martin Marietta stock price on the date of the merger. The purchase price will also include additional consideration related to converted TXI equity awards for amounts attributable to pre-combination services. The purchase price will be allocated to the fair values of assets acquired and liabilities assumed. Any excess purchase price after this allocation will be assigned to goodwill. Under the acquisition method of accounting, goodwill is not amortized but is tested for impairment at least annually, or more frequently if circumstances indicate potential impairment. The operating results of TXI will be part of the combined company beginning on the date of the merger. See the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement - Accounting Treatment" beginning on page 75.

No Appraisal Rights (See page 78)

Under the DGCL, the holders of TXI common stock are not entitled to appraisal rights in connection with the merger. Under the NCBCA, the holders of Martin Marietta common stock are not entitled to appraisal rights in connection with the share issuance proposal.

Litigation Related to the Merger (See page 82)

Following the announcement of the merger, a purported stockholder of TXI filed a putative class action lawsuit against TXI and members of the TXI board, and against Martin Marietta and certain of its affiliates, in the United States District Court for the Northern District of Texas, captioned *Maxine Phillips, Individually and*

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on Behalf of All Others Similarly Situated v. Texas Industries, Inc., et al., Case 3:14-cv-00740-B (referred to as the *Phillips* Action). The plaintiff in the *Phillips* Action alleges, among other things, (i) that members of the TXI board breached their fiduciary duties to TXI's stockholders by adopting the merger agreement for inadequate consideration and pursuant to an inadequate process, and (ii) that TXI and Martin Marietta and certain of Martin Marietta's affiliates aided and abetted the TXI board in their alleged breaches of fiduciary duty. The plaintiff in the *Phillips* Action seeks, among other things, injunctive relief enjoining TXI and Martin Marietta from proceeding with the merger, rescission in the event the merger is consummated, damages, and an award of attorneys' and other fees and costs. We believe the lawsuit is without merit.

Voting Agreements

In connection with the merger agreement, Martin Marietta entered into separate voting agreements with each of NNS and SAM, who, collectively, hold approximately 51% of the outstanding shares of TXI common stock. Pursuant to the voting agreements, each such stockholder agreed to vote all of its shares of TXI common stock in favor of the merger proposal and the approval of the transactions contemplated by the merger agreement and against, among other things, alternative transactions. In the event that TXI's board of directors changes its recommendation that TXI stockholders adopt the merger agreement (as described in the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement - The Merger Agreement - Changes in Board Recommendation" beginning on page 91), NNS and SAM will only be required to vote shares representing at most 35% of the outstanding TXI common stock in favor of the merger proposal, with the balance of their shares being voted in such circumstances in NNS's and SAM's sole discretion. Copies of NNS's and SAM's voting agreements are attached as Exhibit 2.2 and Exhibit 2.3, respectively, to the Current Reports on Form 8-K filed by Martin Marietta and TXI with the SEC on January 30, 2014 and are incorporated herein by reference. The foregoing description of the voting agreements does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the voting agreements. See the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement - Voting Agreements" beginning on page 98 for additional information about the voting agreements.

Lease Agreements

On January 27, 2014, concurrently with the execution of the merger agreement, Martin Marietta and/or an affiliate of Martin Marietta and an affiliate of TXI entered into three lease agreements (referred to as the "lease agreements") pursuant to which TXI's affiliate has the option to lease space at three of Martin Marietta's distribution yards in Texas for initial terms of seven years each. At the expiration of the initial term, subject to the terms of the applicable lease agreement, TXI will have an option to extend each lease for an additional term of five years on mutually agreeable market terms at the time of the extension. In the event the merger agreement is terminated in circumstances where Martin Marietta is not required to pay the \$25 million termination fee to TXI described in the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement - The Merger Agreement - Expenses and Termination Fees" beginning on page 96, the leases will also terminate. See the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement - Lease Agreements" beginning on page 99 for additional information about the lease agreements.

Listing, Delisting and Deregistration

It is a condition to the completion of the merger that the Martin Marietta common stock to be issued to TXI stockholders in connection with the merger be approved for listing on the NYSE, subject to official notice of issuance. When the merger is completed, the TXI common stock currently listed on the NYSE will cease to be quoted on the NYSE and will subsequently be deregistered under the Exchange Act.

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Comparison of Rights of Martin Marietta Shareholders and TXI Stockholders

TXI stockholders receiving the merger consideration will have different rights once they become shareholders of Martin Marietta due to differences between the governing corporate documents of Martin Marietta and the governing corporate documents of TXI and applicable law. These differences are described in detail in the section entitled "Comparison of Rights of Martin Marietta Shareholders and TXI Stockholders" beginning on page 120.

The Special Meetings

The Martin Marietta Special Meeting (See page 29)

The Martin Marietta special meeting will be held at [], on [], 2014, at [], local time. At the Martin Marietta special meeting, Martin Marietta shareholders will be asked:

to consider and vote on the share issuance proposal; and

to consider and vote on the Martin Marietta adjournment proposal.

You may vote at the Martin Marietta special meeting if you owned shares of Martin Marietta common stock at the close of business on [], 2014, the record date. As of the close of business on the record date, there were [] shares of common stock of Martin Marietta outstanding and entitled to vote. You may cast one vote for each share of common stock of Martin Marietta that you owned as of the close of business on the Martin Marietta record date.

As of the close of business on the record date, approximately []% of the outstanding Martin Marietta common shares were held by Martin Marietta's directors and executive officers and their affiliates. We currently expect that Martin Marietta's directors and executive officers will vote their shares in favor of the above-listed proposals, although none of them has entered into any agreements obligating him or her to do so.

Completion of the merger is conditioned on approval of the share issuance proposal. Approval of the share issuance proposal requires the affirmative vote of holders of a majority of the votes cast on such proposal by holders of Martin Marietta common stock. Approval of the Martin Marietta adjournment proposal requires that the votes cast in favor of the Martin Marietta adjournment proposal exceed the votes cast against it.

The TXI Special Meeting (See page 33)

The special meeting of TXI stockholders will take place at [], on [], 2014, at [], local time. At the special meeting, stockholders of TXI will be asked:

to consider and vote on the merger proposal;

to consider and vote on the TXI adjournment proposal; and

to consider and vote on the compensation proposal.

You may vote at the TXI special meeting if you owned common stock of TXI at the close of business on [], 2014, the record date. As of the close of business on the record date, there were [] shares of common stock of TXI outstanding and entitled to vote. You may cast one vote for each share of common stock of TXI that you owned as of the close of business on the record date.

As of the close of business on the record date, approximately []% of the outstanding common stock of TXI was held by its directors and executive officers and their affiliates. We currently expect that TXI's directors and executive officers will vote their shares in favor of the above-listed proposals, although none of them has entered into any agreements obligating him or her to do so.

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Completion of the merger is conditioned on approval of the merger proposal. Approval of the merger proposal requires the affirmative vote of holders of a majority of the outstanding shares of TXI common stock entitled to vote on the proposal. Approval of the TXI adjournment proposal and the compensation proposal each requires the affirmative vote of holders of a majority of the issued and outstanding shares of TXI common stock present in person or represented by proxy at the TXI special meeting and entitled to vote at the meeting.

In connection with the merger agreement, each of NNS and SAM, who, collectively, hold approximately 51% of the outstanding shares of TXI common stock, entered into voting agreements pursuant to which each such stockholder agreed to vote all of its shares of TXI common stock in favor of the merger proposal and the approval of the transactions contemplated by the merger agreement and against, among other things, alternative transactions. In the event that TXI's board of directors changes its recommendation that TXI stockholders adopt the merger agreement, NNS and SAM will only be required to vote shares representing at most 35% of the outstanding TXI common stock in favor of the merger proposal, with the balance of their shares being voted in such circumstances in NNS's and SAM's sole discretion. For additional information about the voting agreements, see the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement - Voting Agreements" beginning on page 98.

Table of Contents**Selected Historical Financial Data of Martin Marietta**

The following table sets forth selected historical consolidated financial information for Martin Marietta. The historical consolidated financial information is derived from the audited consolidated financial statements of Martin Marietta as of and for each of the years in the five-year period ended December 31, 2013. The following information should be read together with Martin Marietta's consolidated financial statements and the notes related to those financial statements incorporated herein by reference. See *Where You Can Find More Information* beginning on page 140. Martin Marietta's historical consolidated financial information may not be indicative of the future performance of Martin Marietta or the combined company.

(add 000, except per share and ratio)	As of and for year ended December 31,				
	2013	2012	2011	2010	2009
Statement of Earnings Data:⁽¹⁾					
Consolidated Operating Results					
Net sales	\$ 1,943,218	\$ 1,832,957	\$ 1,519,754	\$ 1,475,638	\$ 1,419,604
Freight and delivery revenues	212,333	198,944	193,862	177,168	153,648
Total revenues	2,155,551	2,031,901	1,713,616	1,652,806	1,573,252
Cost of sales	1,579,261	1,505,823	1,217,752	1,153,987	1,088,091
Freight and delivery costs	212,333	198,944	193,862	177,168	153,648
Total cost of revenues	1,791,594	1,704,767	1,411,614	1,331,155	1,241,739
Gross Profit	363,957	327,134	302,002	321,651	331,513
Selling, general and administrative expenses	150,091	138,398	124,138	130,422	135,881
Business development costs	671	35,140	18,575	1,220	2,199
Other operating (income) and expenses, net	(4,793)	(2,574)	(1,720)	(8,298)	10,586
Earnings from Operations	217,988	156,170	161,009	198,307	182,847
Interest expense	53,467	53,339	58,586	68,440	73,455
Other nonoperating expenses and (income), net	295	(1,299)	1,834	198	(1,165)
Earnings from continuing operations before taxes on income	164,226	104,130	100,589	129,669	110,557
Taxes on income	44,045	17,431	21,003	30,913	25,981
Earnings from Continuing Operations	120,181	86,699	79,586	98,756	84,576
Less: Net (loss) earnings attributable to noncontrolling interests	(1,905)	1,053	1,194	1,652	2,705
Net Earnings From Continuing Operations Attributable to Controlling Interests	\$ 122,086	\$ 85,646	\$ 78,392	\$ 97,104	\$ 81,871

Earnings Per Common Share**Attributable to Controlling Interests:**

Basic earnings per common share from continuing operations attributable to common shareholders	\$	2.64	\$	1.86	\$	1.70	\$	2.11	\$	1.84
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Diluted earnings per common share from continuing operations attributable to common shareholders	\$	2.63	\$	1.86	\$	1.69	\$	2.10	\$	1.83
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Weighted Average Number of Common Shares Outstanding:

Basic	46,164	45,828	45,652	45,485	44,000
Diluted	46,285	45,970	45,793	45,659	44,190

Cash Dividends Per Common Share	\$	1.60	\$	1.60	\$	1.60	\$	1.60	\$	1.60
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Balance Sheet Data:

Total Assets	\$	3,259,826	\$	3,160,926	\$	3,147,822	\$	3,074,743	\$	3,239,283
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Current liabilities other	\$	198,146	\$	167,659	\$	166,530	\$	136,779	\$	147,434
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Current maturities of long-term debt and short-term facilities	12,403	5,676	7,182	248,714	226,119
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Long-term debt	1,018,518	1,042,183	1,052,902	782,045	1,023,492
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Other noncurrent liabilities	455,840	495,109	472,344	438,946	435,827
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Shareholders equity	1,537,877	1,410,545	1,409,321	1,425,440	1,365,240
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Noncontrolling interests	37,042	39,754	39,543	42,819	41,171
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Total Liabilities and Equity	\$	3,259,826	\$	3,160,926	\$	3,147,822	\$	3,074,743	\$	3,239,283
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Ratio of earnings to fixed charges	3.41	2.45	2.31	2.40	2.23
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(1) Amounts may not equal amounts reported in Martin Marietta's prior Annual Reports on Form 10-K, as amounts have been recast to reflect discontinued operations.

Table of Contents**Selected Historical Financial Data of TXI**

The following table sets forth selected historical consolidated financial information for TXI. The historical consolidated financial information for TXI for each of the years in the five-year period ended May 31, 2013 is derived from the audited consolidated financial statements of TXI as of and for each of the five years ended May 31, 2013. The historical consolidated financial information for TXI as of and for the six months ended November 30, 2013 and 2012 has been derived from unaudited interim consolidated financial statements of TXI and, in the opinion of TXI's management, includes all normal and recurring adjustments that are considered necessary for the fair presentation of the results for the interim period. The following information should be read together with TXI's consolidated financial statements and the notes related to those financial statements incorporated herein by reference. See "Where You Can Find More Information" beginning on page 140. TXI's historical consolidated financial information may not be indicative of the future performance of TXI or the combined company.

(add 000, except per share)	As of and for six months ended November 30,		As of and for year ended May 31,				
	2013	2012	2013	2012	2011	2010	2009
Statements of Earnings Data: ⁽¹⁾							
Net sales	\$ 441,974	\$ 342,216	\$ 697,081	\$ 594,105	\$ 571,906	\$ 571,684	\$ 770,823
Net (loss) earnings from continuing operations	\$ (17,210)	\$ (17,583)	\$ (10,494)	\$ 1,928	\$ (69,472)	\$ (44,702)	\$ (26,960)
Net earnings from discontinued operations		3,805	35,044	5,548	4,559	5,849	9,313
Net (loss) earnings	\$ (17,210)	\$ (13,778)	\$ 24,550	\$ 7,476	\$ (64,913)	\$ (38,853)	\$ (17,647)
Basic (loss) earnings per common share:							
Continuing operations	\$ (0.60)	\$ (0.63)	\$ (0.37)	\$ 0.07	\$ (2.49)	\$ (1.61)	\$ (0.98)
Discontinued operations		0.14	1.24	0.20	0.16	0.21	0.34
Total Operations	\$ (0.60)	\$ (0.49)	\$ 0.87	\$ 0.27	\$ (2.33)	\$ (1.40)	\$ (0.64)
Diluted (loss) earnings per common share:							
Continuing operations	\$ (0.60)	\$ (0.63)	\$ (0.37)	\$ 0.07	\$ (2.49)	\$ (1.61)	\$ (0.98)
Discontinued operations		0.14	1.24	0.20	0.16	0.21	0.34
Total Operations	\$ (0.60)	\$ (0.49)	\$ 0.87	\$ 0.27	\$ (2.33)	\$ (1.40)	\$ (0.64)
Weighted Average Number of Common Shares Outstanding:							
Basic	28,596	28,014	28,163	27,914	27,825	27,744	27,614
Diluted	28,596	28,014	28,163	28,016	27,825	27,744	27,614

Cash dividends declared per share	\$	\$	\$	\$	0.075	\$	0.30	\$	0.30	\$	0.30
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Balance Sheet Data:

Total assets	\$	1,633,091	\$	1,573,267	\$	1,635,825	\$	1,576,928	\$	1,551,011	\$	1,531,747	\$	1,572,544
Net working capital	\$	190,861	\$	187,440	\$	187,297	\$	218,299	\$	260,822	\$	257,684	\$	232,704
Long-term debt	\$	657,068	\$	657,269	\$	657,935	\$	656,949	\$	652,403	\$	538,620	\$	541,540
Shareholders equity	\$	741,687	\$	686,339	\$	753,464	\$	696,271	\$	695,582	\$	761,248	\$	803,145

- (1) Amounts may not equal amounts reported in TXI's prior Annual Reports on Form 10-K, as amounts have been recast to reflect discontinued operations.

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Summary Unaudited Pro Forma Condensed Combined Consolidated Financial Information

The following table shows summary unaudited pro forma condensed combined consolidated financial information (referred to as the summary pro forma financial statements) about the financial condition and results of operations of Martin Marietta, after giving effect to the merger. The information under Unaudited Pro Forma Condensed Combined Consolidated Statement of Earnings Data (referred to as the summary pro forma statement of earnings) gives effect to the merger as if it was consummated on January 1, 2013. The information under Unaudited Pro Forma Condensed Combined Consolidated Balance Sheet Data (referred to as the summary pro forma balance sheet) gives effect to the merger as if it was consummated on December 31, 2013. TXI's fiscal year ends May 31. The summary pro forma statement of earnings for the year ended December 31, 2013 includes TXI's results for the twelve months ended November 30, 2013. The summary pro forma balance sheet as of December 31, 2013 includes TXI's balance sheet as of November 30, 2013. There were no significant transactions outside the ordinary course of business for TXI in the months ended December 31, 2013 and 2012.

The summary pro forma financial statements do not reflect any cost savings or associated costs to achieve such savings from operating efficiencies, synergies, debt refinancing, utilization of TXI net operating loss carryforwards or other restructuring that result from the merger. Further, the summary pro forma financial statements do not reflect the effect of any regulatory actions that may impact the summary pro forma financial statements when the acquisition is completed. In addition, the summary pro forma financial statements do not purport to project the future financial position or operating results of the combined company. Transactions between Martin Marietta and TXI during the period presented in the summary pro forma financial statements have been eliminated as if Martin Marietta and TXI were consolidated affiliates during the period.

The summary pro forma financial statements are presented for illustrative purposes only and are not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the beginning of the periods presented, nor are they necessarily indicative of the future operating results or financial position of the combined company. In addition, the summary pro forma financial statements include adjustments which are preliminary and may be revised. There can be no assurance that such revisions will not result in material changes to the information presented.

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The summary pro forma financial statements have been derived from and should be read in conjunction with the consolidated financial statements and the related notes of both Martin Marietta and TXI, incorporated herein by reference, and the more detailed unaudited pro forma condensed combined consolidated financial information, including the notes thereto, appearing elsewhere in this joint proxy statement/prospectus. See [Where You Can Find More Information](#) beginning on page 140 and [Unaudited Pro Forma Condensed Combined Consolidated Financial Information](#) beginning on page 102.

	As of and for year ended December 31, 2013
(add 000, except per share)	
Unaudited Pro Forma Condensed Combined Consolidated Statement of Earnings Data:	
Net sales	\$ 2,671,131
Cost of sales	2,226,629
Gross profit	\$ 444,502
Consolidated earnings from continuing operations	\$ 109,801
Less: Net loss attributable to noncontrolling interests	(1,905)
Net earnings from continuing operations attributable to controlling interests	\$ 111,706
Basic earnings per common share from continuing operations attributable to common shareholders	\$ 1.68
Diluted earnings per common share from continuing operations attributable to common shareholders	\$ 1.68
Unaudited Pro Forma Condensed Combined Consolidated Balance Sheet Data:	
Cash and cash equivalents	\$ 124,799
Total assets	\$ 6,806,331
Long-term debt, excluding current portion	\$ 1,743,786
Total liabilities	\$ 2,823,956
Total shareholders' equity	\$ 3,945,333

Equivalent and Comparative Per Share Information

The following table sets forth, for the year ended December 31, 2013, selected per share information for Martin Marietta common stock on a historical and pro forma combined basis and, for the six months ended November 30, 2013 and the year ended May 31, 2013, selected per share information for TXI common stock on a historical and pro forma equivalent basis. Except for the historical information as of and for the year ended December 31, 2013, in the case of Martin Marietta, and May 31, 2013, in the case of TXI, the information in the table is unaudited. The pro

forma information is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the beginning of the periods presented, nor is it necessarily indicative of the future operating results or financial position of the combined company. You should read the data with the historical consolidated financial statements and related notes of Martin Marietta and TXI contained in their respective Annual Reports on Form 10-K for the years ended December 31, 2013 and May 31, 2013, respectively, and TXI's Quarterly Reports on Form 10-Q for the quarter ended November 30, 2013, all of which are incorporated by reference into this joint proxy statement/prospectus. See [Where You Can Find More Information](#) beginning on page 140

The Martin Marietta pro forma combined earnings per share were calculated using the methodology as described below in the section entitled [Unaudited Pro Forma Condensed Combined Consolidated Financial Information](#) beginning on page 102. The Martin Marietta pro forma combined cash dividends per common share

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represent Martin Marietta's historical cash dividends per common share. The Martin Marietta pro forma combined book value per share was calculated by dividing total combined Martin Marietta and TXI pro forma common shareholders' equity by pro forma equivalent common shares. The TXI pro forma equivalent per common share amounts were calculated by multiplying the Martin Marietta pro forma combined per share amounts by the exchange ratio of 0.70.

	Martin Marietta	TXI
	Historical	Pro Forma Equivalent
Basic earnings per common share		
Year ended December 31, 2013	\$ 2.62	\$ 1.18
Diluted earnings per common share		
Year ended December 31, 2013	\$ 2.61	\$ 1.18
Cash dividends declared per common share		
Year ended December 31, 2013	\$ 1.60	\$ 1.12
Book value per common share		
As of December 31, 2013	\$ 33.24	\$ 41.59

	TXI
	Historical
Basic earnings per common share	
Six months ended November 30, 2013	\$ (0.60)
Year ended May 31, 2013	\$ 0.87
Diluted earnings per common share	
Six months ended November 30, 2013	\$ (0.60)
Year ended May 31, 2013	\$ 0.87
Cash dividends declared per common share	
Six months ended November 30, 2013	\$ 0.00
Year ended May 31, 2013	\$ 0.00
Book value per common share	
As of November 30, 2013	\$ 25.91
As of May 31, 2013	\$ 26.37

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus and the documents incorporated by reference into this joint proxy statement/prospectus contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the financial condition, results of operations, business strategies, operating efficiencies or synergies, revenue enhancements, competitive positions, growth opportunities, plans and objectives of the management of each of Martin Marietta, TXI and the combined company, the merger and the markets for Martin Marietta and TXI common stock and other matters. Statements in this joint proxy statement/prospectus and the documents incorporated by reference herein that are not historical facts are hereby identified as forward-looking statements for the purpose of the safe harbor provided by Section 21E of the Exchange Act, and Section 27A of the Securities Act. These forward-looking statements, including, without limitation, those relating to the future business prospects, revenues and income of Martin Marietta and TXI, wherever they occur in this joint proxy statement/prospectus or the documents incorporated by reference herein, are necessarily estimates reflecting the best judgment of the respective managements of Martin Marietta and TXI and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These forward-looking statements should, therefore, be considered in light of various important factors, including those set forth in and incorporated by reference into this joint proxy statement/prospectus.

Words such as estimate, project, plan, intend, expect, anticipate, believe, would, should, could and are intended to identify forward-looking statements. These forward-looking statements are found at various places throughout this joint proxy statement/prospectus, including in the section entitled Risk Factors beginning on page 19. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements include those set forth in Martin Marietta's and TXI's filings with the SEC, including their respective Annual Reports on Form 10-K for the fiscal years ended December 31, 2013 and May 31, 2013, those set forth in the section entitled Risk Factors, beginning on page 19, as well as, among others, risks and uncertainties relating to:

the receipt of approval of both Martin Marietta's shareholders and TXI's stockholders;

the regulatory clearance required for the transactions contemplated by the merger agreement not being obtained on the terms expected or on the anticipated schedule;

the parties' ability to meet expectations regarding the timing, completion and accounting and tax treatments of the merger;

the possibility that the parties may be unable to achieve expected synergies and operating efficiencies in connection with the merger within the expected time-frames or at all and to successfully integrate TXI's operations into those of Martin Marietta;

the integration of TXI's operations into those of Martin Marietta being more difficult, time-consuming or costly than expected;

operating costs, customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers) being greater than expected following the transaction;

the retention of certain key employees of TXI being difficult;

Martin Marietta's and TXI's ability to adapt its services to changes in technology or the marketplace;

Martin Marietta's and TXI's ability to maintain and grow its relationship with its customers;

levels of construction spending in the markets;

the outcome of litigation in which Martin Marietta or TXI is or may become involved;

a decline in the commercial component of the nonresidential construction market and the subsequent impact on construction activity;

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a slowdown in residential construction recovery;

unfavorable weather conditions;

a widespread decline in product pricing;

changes in the cost of raw materials, fuel and energy and the availability and cost of construction equipment in the United States;

the timing and amount of federal, state and local transportation and infrastructure funding;

the ability of states and/or other entities to finance approved projects either with tax revenues or alternative financing structures; and

changes to and the impact of the laws, rules and regulations (including tax and environmental laws, rules and regulations) that apply to and regulate Martin Marietta's and TXI's operations.

The parties undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. In the event that a party does update any forward-looking statement, no inference should be made that the parties will make additional updates with respect to that statement, related matters or any other forward-looking statements.

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RISK FACTORS

In addition to the other information included and incorporated by reference into this joint proxy statement/prospectus, including the matters addressed in the section entitled "Cautionary Statement Regarding Forward-Looking Statements" beginning on page 17, you should carefully consider the following risks before deciding whether to vote for the merger proposal, in the case of TXI stockholders, or for the share issuance proposal, in the case of Martin Marietta shareholders. In addition, you should read and consider the risks associated with each of the businesses of Martin Marietta and TXI because these risks will also affect the combined company. Descriptions of some of these risks can be found in Martin Marietta's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 and TXI's Annual Report on Form 10-K for the fiscal year ended May 31, 2013, as, in each case, updated by any subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, all of which are filed with the SEC and incorporated by reference into this joint proxy statement/prospectus. You should also read and consider the other information in this joint proxy statement/prospectus and the other documents incorporated by reference into this joint proxy statement/prospectus. See the section entitled "Where You Can Find More Information" beginning on page 140.

Risk Factors Relating to the Merger

The exchange ratio is fixed and will not be adjusted in the event of any change in either Martin Marietta's or TXI's stock price.

Upon closing of the merger, each share of TXI common stock will be converted into the right to receive 0.70 shares of Martin Marietta common stock with cash paid in lieu of fractional shares. This exchange ratio was fixed in the merger agreement and will not be adjusted for changes in the market price of either Martin Marietta common stock or TXI common stock. Changes in the price of Martin Marietta common stock prior to the merger will affect the market value that TXI stockholders will receive on the date of the merger. Stock price changes may result from a variety of factors (many of which are beyond our control), including the following:

changes in our respective businesses, operations and prospects;

changes in market assessments of the business, operations and prospects of either company;

investor behavior and strategies, including market assessments of the likelihood that the merger will be completed, including related considerations regarding regulatory clearance of the merger;

interest rates, general market and economic conditions and other factors generally affecting the price of Martin Marietta's and TXI's common stock; and

federal, state and local legislation, governmental regulation and legal developments in the businesses in which TXI and Martin Marietta operate.

The price of Martin Marietta common stock at the closing of the merger may vary from its price on the date the merger agreement was executed, on the date of this joint proxy statement/prospectus and on the date of the special

meetings of Martin Marietta and TXI. As a result, the market value represented by the exchange ratio will also vary. For example, based on the range of closing prices of Martin Marietta common stock during the period from January 27, 2014, the last trading day before public announcement of the merger, through [], 2014, the latest practicable date before the date of this joint proxy statement/prospectus, the exchange ratio represented a market value ranging from a low of \$[] to a high of \$[] for each share of TXI common stock.

Martin Marietta's stock price may be negatively impacted by risks and conditions that apply to Martin Marietta, which are different from the risks and conditions applicable to TXI.

Upon completion of the merger, TXI stockholders will become holders of Martin Marietta common stock. The businesses and markets of Martin Marietta and its subsidiaries and the other companies it may acquire in the

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future are different from those of TXI. There is a risk that various factors, conditions and developments that would not affect the price of TXI common stock could negatively affect the price of Martin Marietta common stock. Please see Martin Marietta's Annual Report on Form 10-K for the fiscal year ended December 31, 2013, as updated by any subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K filed with the SEC, all of which are incorporated by reference in this joint proxy statement/prospectus, and the section entitled "Cautionary Statements Regarding Forward-Looking Statements" beginning on page 17 for a summary of some of the key factors that might affect Martin Marietta and the prices at which Martin Marietta's common stock may trade from time to time.

Our ability to complete the merger is subject to the receipt of antitrust clearance from government entities, which may impose conditions that could have an adverse effect on Martin Marietta or TXI or could delay or cause us to abandon the merger.

We are unable to complete the merger until after the applicable waiting period under the HSR Act expires or is terminated. In deciding whether to grant antitrust clearance, the DOJ, which is reviewing the merger under the HSR Act, will consider the effect of the merger on competition within the relevant markets. The DOJ may seek a court order enjoining the transaction or may seek an agreement from us imposing certain requirements or obligations as conditions for not seeking an injunction or otherwise challenging the transaction.

The merger agreement requires us to accept certain conditions from regulators that could adversely impact the combined company. We can provide no assurance that we will obtain the necessary clearance or that any required conditions will not have a material adverse effect on the combined company following the merger. In addition, we can provide no assurance that the regulatory review process or the regulatory conditions will not result in a delay or the abandonment of the merger. See "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement" Regulatory Clearances Required for the Merger beginning on page 75 and "The Merger Agreement Conditions to Completion of the Merger" beginning on page 94.

Failure to complete the merger could negatively impact the stock prices and the future business and financial results of TXI and Martin Marietta.

If the merger is not completed, the ongoing businesses of TXI or Martin Marietta may be adversely affected and TXI and Martin Marietta will be subject to several risks, including the following:

being required, under certain circumstances, to pay a termination fee of \$70 million, in the case of a payment by TXI to Martin Marietta, or \$25 million or \$140 million, in the case of a payment by Martin Marietta to TXI;

having to pay certain costs relating to the proposed merger, such as legal, accounting, financial advisor, filing, printing and mailing fees;

under the merger agreement, each of Martin Marietta and TXI being subject to certain restrictions on the conduct of its business, which may adversely affect its ability to execute certain business strategies; and

the focus of management of each of the companies on the merger instead of on pursuing other opportunities that could be beneficial to the companies;

in each case, without realizing any of the benefits of having the merger completed. In addition, if the merger is not completed, Martin Marietta and/or TXI may experience negative reactions from the financial markets and from their respective customers and employees. Martin Marietta and/or TXI could also be subject to litigation related to any failure to complete the merger or to enforcement proceedings commenced against Martin Marietta or TXI to perform their respective obligations under the merger agreement. If the merger is not completed, TXI and Martin Marietta cannot assure their respective shareholders or stockholders that these risks will not materialize and will not materially affect the business, financial results and stock prices of TXI or Martin Marietta.

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Any delay in completing the merger may reduce or eliminate the expected benefits from the transaction.

In addition to the required regulatory clearance and the shareholder and stockholder approvals, the merger is subject to a number of other conditions beyond Martin Marietta's and TXI's control that may prevent, delay or otherwise materially adversely affect its completion. Martin Marietta and TXI cannot predict whether and when these other conditions will be satisfied. Furthermore, the requirements for obtaining the required clearances and approvals could delay the completion of the merger for a significant period of time or prevent it from occurring. Any delay in completing the merger could cause the combined company not to realize some or all of the synergies and other benefits that it expects to achieve if the merger is successfully completed within its expected time frame. See the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement" and "The Merger Agreement - Conditions to Completion of the Merger" beginning on page 94.

The merger agreement contains provisions that could discourage a potential competing acquiror of either TXI or Martin Marietta or could result in any competing proposal being at a lower price than it might otherwise be.

The merger agreement contains "no shop" provisions that, subject to limited exceptions, restrict TXI's and Martin Marietta's ability to solicit, encourage, facilitate or discuss competing third-party proposals to acquire all or a significant part of TXI or Martin Marietta. Further, even if the TXI board or Martin Marietta board withdraws or modifies its recommendation of the merger proposal or the share issuance proposal, as applicable, they will still be required to submit the matter to a vote of their respective shareholders at the special meetings unless the merger agreement is terminated in accordance with its terms. In addition, the other party generally has an opportunity to offer to modify the terms of the merger and the merger agreement in response to any competing acquisition proposals that may be made before such board of directors may withdraw or modify its recommendation. In some circumstances, upon termination of the merger agreement, one of the parties may be required to pay a termination fee to the other party. For additional information, see the sections entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement" and "The Merger Agreement - No Solicitation of Alternative Proposals" beginning on page 89, "Changes in Board Recommendations" beginning on page 91, "Termination of the Merger Agreement" beginning on page 95 and "Expenses and Termination Fees" beginning on page 96.

These provisions could discourage a potential competing acquiror that might have an interest in acquiring all or a significant part of TXI or Martin Marietta from considering or proposing that acquisition, even if it were prepared to pay consideration with a higher per share cash or market value than that market value proposed to be received or realized in the merger, or might result in a potential competing acquiror proposing to pay a lower price than it might otherwise have proposed to pay because of the added expense of the termination fee that may become payable in certain circumstances.

The merger will involve substantial costs.

Martin Marietta and TXI have incurred and expect to continue to incur substantial costs and expenses relating directly to the merger and the Martin Marietta share issuance, including debt refinancing costs, fees and expenses payable to financial advisors, other professional fees and expenses, insurance premium costs, fees and costs relating to regulatory filings and notices, SEC filing fees, printing and mailing costs and other transaction-related costs, fees and expenses.

The pendency of the merger could adversely affect the business and operations of Martin Marietta and TXI.

In connection with the pending merger, some customers, suppliers and other entities with whom Martin Marietta or TXI have a business relationship may delay or defer decisions, which could negatively impact revenues, earnings and cash flows of Martin Marietta and TXI, as well as the market price of Martin Marietta common stock or TXI common

stock, regardless of whether the merger is completed.

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The fairness opinions obtained by the boards of directors of Martin Marietta and TXI from their respective financial advisors will not reflect changes in circumstances between signing the merger agreement and the completion of the merger.

Neither the Martin Marietta board nor the TXI board has obtained an updated fairness opinion as of the date of this joint proxy statement/prospectus from J.P. Morgan, Deutsche Bank or Barclays, Martin Marietta's financial advisors, or Citigroup, TXI's financial advisor.

Changes in the operations and prospects of Martin Marietta or TXI, general market and economic conditions and other factors that may be beyond the control of Martin Marietta and TXI, and on which the fairness opinions were based, may alter the value of Martin Marietta or TXI or the price of shares of Martin Marietta common stock or TXI common stock by the time the merger is completed. The opinions do not speak as of the time the merger will be completed or as of any date other than the dates of such opinions. Neither Martin Marietta nor TXI anticipates asking its financial advisors to update their opinions. The opinions are included as Annexes B, C, D and E to this joint proxy statement/prospectus. For a description of the opinions that the Martin Marietta board received from its financial advisors and a summary of the material financial analyses they provided to the Martin Marietta board in connection with rendering such opinions, see the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement Opinions of Martin Marietta's Financial Advisors" beginning on page 49. For a description of the opinion that the TXI board received from its financial advisor and a summary of the material financial analyses it provided to the TXI board in connection with rendering such opinion, see the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement Opinion of TXI's Financial Advisor" beginning on page 63. For a description of the factors considered by the board of directors of Martin Marietta in determining to approve the merger agreement and the merger, see the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement Martin Marietta's Reasons for the Merger; Recommendation of the Martin Marietta Board of Directors" beginning on page 43. For a description of the factors considered by the board of directors of TXI in determining to approve the merger agreement and the merger, see the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement TXI's Reasons for the Merger; Recommendation of the TXI Board of Directors" beginning on page 46.

Martin Marietta's executive officers and directors and TXI's executive officers and directors have interests in the merger that may be different from, or in addition to, the interests of Martin Marietta's shareholders and TXI's stockholders generally.

Executive officers of Martin Marietta and TXI negotiated the terms of the merger agreement. The Martin Marietta board approved the merger agreement and the issuance of shares of Martin Marietta common stock to TXI stockholders in connection with the merger and determined that the merger agreement and the transactions contemplated thereby, including the merger and the issuance of shares of Martin Marietta common stock to TXI stockholders in connection with the merger, are advisable and in the best interests of Martin Marietta and its shareholders. The TXI board approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of TXI and its stockholders. In considering these facts and the other information contained in this joint proxy statement/prospectus, you should be aware that Martin Marietta's executive officers and directors and TXI's executive officers and directors may have financial interests in the merger that may be different from, or in addition to, the interests of Martin Marietta's shareholders or TXI's stockholders. See the sections entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement Financial Interests of Martin Marietta Directors and Officers in the Merger" beginning on page 69 and "Financial Interests of TXI Directors and Officers in the Merger" beginning on page 69.

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If the merger does not qualify as a reorganization within the meaning of Section 368(a) of the Code, the stockholders of TXI may be required to pay substantial U.S. federal income taxes.

Although Martin Marietta and TXI intend that the merger qualify as a reorganization within the meaning of Section 368(a) of the Code, it is possible that the IRS may assert that the merger fails to qualify as such. If the IRS were to be successful in any such contention, or if for any other reason the merger were to fail to qualify as a reorganization, each U.S. holder (as defined on page 73) of TXI common stock would recognize gain or loss with respect to all such U.S. holder's shares of TXI common stock based on the difference between (i) that U.S. holder's tax basis in such shares and (ii) the aggregate cash and the fair market value of the Martin Marietta common stock received. For additional information, see the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement - Material U.S. Federal Income Tax Consequences of the Merger" beginning on page 73.

TXI stockholders will not be entitled to dissenters' or appraisal rights in the merger.

Dissenters' or appraisal rights are statutory rights that, if applicable under law, enable stockholders to dissent from an extraordinary transaction, such as a merger, and to demand that the corporation pay the fair value for their shares as determined by a court in a judicial proceeding instead of receiving the consideration offered to stockholders in connection with the extraordinary transaction. Under the DGCL, stockholders do not have appraisal rights if the shares of stock they hold, at the record date for determination of stockholders entitled to vote at the meeting of stockholders to act upon the merger or consolidation, are either (i) listed on a national securities exchange or (ii) held of record by more than 2,000 holders. Notwithstanding the foregoing, appraisal rights are available if stockholders are required by the terms of the merger agreement to accept for their shares anything other than (a) shares of stock of the surviving corporation, (b) shares of stock of another corporation that will either be listed on a national securities exchange or held of record by more than 2,000 holders, (c) cash instead of fractional shares or (d) any combination of clauses (a)-(c).

Because TXI common stock is listed on the NYSE, a national securities exchange, and is expected to continue to be so listed on the record date, and because the merger otherwise satisfies the foregoing requirements, holders of TXI common stock will not be entitled to dissenters' or appraisal rights in the merger with respect to their shares of TXI common stock.

Risk Factors Relating to Martin Marietta Following the Merger**Operational Risks**

Martin Marietta is expected to incur substantial expenses related to the integration of TXI.

Martin Marietta is expected to incur substantial expenses in connection with the integration of the business, policies, procedures, operations, technologies and systems of TXI with those of Martin Marietta. There are a large number of systems that must be integrated, including management information, purchasing, accounting and finance, sales, billing, payroll and benefits, fixed asset and lease administration systems and regulatory compliance. While Martin Marietta has assumed that a certain level of expenses would be incurred, there are a number of factors beyond its control that could affect the total amount or the timing of all of the expected integration expenses. Moreover, many of the expenses that will be incurred, by their nature, are difficult to estimate accurately at the present time. These expenses could, particularly in the near term, exceed the savings that Martin Marietta expects to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings and synergies related to the integration of the businesses following the completion of the merger. These integration expenses likely will result in Martin Marietta taking significant charges against earnings following the completion of the merger, but the amount

and timing of such charges are uncertain at present.

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Following the merger, the combined company may be unable to integrate successfully the businesses of Martin Marietta and TXI and realize the anticipated benefits of the merger.

The merger involves the combination of two companies which currently operate as independent public companies. The combined company will be required to devote significant management attention and resources to integrating its business practices and operations. The combined company may fail to realize some or all of the anticipated benefits of the merger if the integration process takes longer than expected or is more costly than expected. Potential difficulties the combined company may encounter in the integration process include the following:

the inability to successfully combine the businesses of Martin Marietta and TXI in a manner that permits the combined company to achieve the cost savings and revenue synergies anticipated to result from the merger, which would result in the anticipated benefits of the merger not being realized partly or wholly in the time frame currently anticipated or at all;

lost sales and customers as a result of certain customers of either of the two companies deciding not to do business with the combined company;

complexities associated with managing the combined businesses;

integrating personnel from the two companies;

creation of uniform standards, controls, procedures, policies and information systems;

potential unknown liabilities and unforeseen increased expenses, delays or regulatory conditions associated with the merger; and

performance shortfalls at one or both of the two companies as a result of the diversion of management's attention caused by completing the merger and integrating the companies' operations.

In addition, Martin Marietta and TXI have operated and, until the completion of the merger, will continue to operate, independently. It is possible that the integration process could result in the diversion of each company's management attention, the disruption or interruption of, or the loss of momentum in, each company's ongoing businesses or inconsistencies in standards, controls, procedures and policies, any of which could adversely affect our ability to maintain relationships with customers, suppliers and employees or our ability to achieve the anticipated benefits of the merger, or could reduce the earnings or otherwise adversely affect the business and financial results of the combined company.

The market price of Martin Marietta's common stock may decline in the future as a result of the merger.

The market price of Martin Marietta's common stock may decline in the future as a result of the merger for a number of reasons, including the unsuccessful integration of Martin Marietta and TXI (including for the reasons set forth in

the preceding risk factor) or the failure of Martin Marietta to achieve the perceived benefits of the merger, including financial results, as rapidly as or to the extent anticipated by financial or industry analysts. These factors are, to some extent, beyond the control of Martin Marietta.

Uncertainties associated with the merger may cause a loss of management personnel and other key employees of Martin Marietta or TXI which could adversely affect the future business and operations of the combined company following the merger.

Martin Marietta and TXI are dependent on the experience and industry knowledge of their officers and other key employees to execute their business plans. The combined company's success after the merger will depend in part upon its ability to retain key management personnel and other key employees of Martin Marietta and TXI. Current and prospective employees of Martin Marietta and TXI may experience uncertainty about their future roles with the combined company following the merger, which may materially adversely affect the ability of each of Martin Marietta and TXI to attract and retain key personnel during the pendency of the merger. Accordingly, no assurance can be given that the combined company will be able to retain key management personnel and other key employees of Martin Marietta and TXI.

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The merger may not be accretive and may cause dilution to Martin Marietta's earnings per share, which may negatively affect the market price of Martin Marietta common stock.

Martin Marietta currently anticipates that the merger will be accretive to earnings per share in 2014, assuming refinancing of TXI's outstanding debt at or around the closing of the merger and excluding one-time costs. This expectation is based on preliminary estimates which may materially change, including the currently expected timing of the merger. Martin Marietta could also encounter additional transaction-related costs or other factors such as a delay in the closing of the merger and/or the failure to realize all of the benefits anticipated in the merger. All of these factors could cause dilution to Martin Marietta's earnings per share or decrease or delay the expected accretive effect of the merger and cause a decrease in the market price of Martin Marietta common stock.

Current Martin Marietta shareholders and current TXI stockholders will have a reduced ownership and voting interest in the combined company after the merger and will exercise less influence over the combined company's management.

Current Martin Marietta shareholders currently have the right to vote in the election of Martin Marietta's board of directors and other matters affecting Martin Marietta. Current TXI stockholders currently have the right to vote in the election of TXI's board of directors and on other matters affecting TXI. Immediately after the merger is completed, it is expected that current Martin Marietta shareholders will own approximately 70% of the Martin Marietta common stock and current TXI stockholders will own approximately 30% of the outstanding shares of Martin Marietta common stock.

As a result of the merger, current Martin Marietta shareholders and current TXI stockholders will have less influence on the combined company's management and policies than they now have on the management and policies of Martin Marietta and TXI, respectively.

The unaudited pro forma financial data for Martin Marietta included in this joint proxy statement/prospectus are preliminary, and Martin Marietta's actual financial position and operations after the merger may differ materially from the unaudited pro forma financial data included in this joint proxy statement/prospectus.

The unaudited pro forma financial data for Martin Marietta included in this joint proxy statement/prospectus is presented for illustrative purposes only and is not necessarily indicative of what Martin Marietta's actual financial position or operations would have been had the merger been completed on the dates indicated. Martin Marietta's actual results and financial position after the merger may differ materially and adversely from the unaudited pro forma financial data included in this joint proxy statement/prospectus. Further, the combined company expects to recognize a significant amount of additional goodwill in the merger. The goodwill will be subject to annual impairment assessments and a charge may be necessary if the results of operations and cash flows are unable to support the goodwill subsequent to the merger. For more information see the sections entitled "Summary Summary Unaudited Pro Forma Combined Condensed Financial Information" beginning on page 14 and "Unaudited Pro Forma Combined Condensed Financial Information" beginning on page 102.

The internal financial forecasts for Martin Marietta and TXI included in this joint proxy statement/prospectus reflect management estimates and Martin Marietta's and TXI's actual performance may differ materially from the internal financial forecasts included in this joint proxy statement/prospectus.

The internal financial forecasts for Martin Marietta and TXI included in this joint proxy statement/prospectus are based on assumptions of, and information available to, Martin Marietta and TXI, at the time such internal financial forecasts were prepared. Martin Marietta and TXI do not know whether the assumptions made will prove correct. Any

or all of such information may turn out to be wrong. Such information can be adversely affected by inaccurate assumptions or by known or unknown risks and uncertainties, many of which are beyond

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Martin Marietta's or TXI's control. Further, internal financial forecasts of this type are based on estimates and assumptions that are inherently subject to factors such as company performance, industry performance, general business, economic, regulatory, market and financial conditions, as well as changes to the business, financial condition or results of operations of Martin Marietta and TXI, respectively, including the factors described under Risk Factors beginning on page 19 and Cautionary Statement Regarding Forward-Looking Statements beginning on page 17, which factors and changes may cause the internal financial forecasts or the underlying assumptions to be inaccurate. As a result of these contingencies, there can be no assurance that the internal financial forecasts of Martin Marietta or TXI will be realized or that actual results will not be significantly higher or lower than projected. In view of these uncertainties, the inclusion of the internal financial forecasts of Martin Marietta and TXI in this joint proxy statement/prospectus should not be regarded as an indication that the board of directors of TXI or Martin Marietta, TXI, Martin Marietta, Merger Sub, Citigroup, J.P. Morgan, Deutsche Bank, Barclays or any other recipient of this information considered, or now considers, it to be an assurance of the achievement of future results.

The internal financial forecasts were prepared for internal use and to assist TXI and Martin Marietta with their due diligence investigations and their respective financial advisors with their financial analyses. The internal financial forecasts were not prepared with a view toward public disclosure or toward compliance with GAAP, published guidelines of the SEC or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information. Ernst & Young LLP (Ernst & Young), Martin Marietta's and TXI's independent registered public accounting firm, has neither examined, compiled nor performed any procedures with respect to the internal financial forecasts.

In addition, the internal financial forecasts have not been updated or revised to reflect information or results after the date the internal financial forecasts were prepared or as of the date of this joint proxy statement/prospectus. Except as required by applicable securities laws, neither Martin Marietta nor TXI intends to update or otherwise revise its internal financial forecasts or the specific portions presented to reflect circumstances existing after the date when made or to reflect the occurrence of future events, even in the event that any or all of the assumptions are shown to be in error. For more information see the sections entitled The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement Certain Martin Marietta Forecasts beginning on page 78 and Certain TXI Forecasts beginning on page 80.

Martin Marietta's future results will suffer if the combined company does not effectively manage its expanded operations following the merger.

Following the merger, the size of the business of the combined company will increase significantly beyond the current size of either Martin Marietta's or TXI's current businesses. In addition, the combined company may continue to expand its operations through additional acquisitions or other strategic transactions. Martin Marietta's future success depends, in part, upon its ability to manage its expanded business, which may pose substantial challenges for management, including challenges related to the management and monitoring of new operations and associated increased costs and complexity. There can be no assurances that the combined company will be successful or that it will realize the expected economies of scale, cost savings, revenue synergies and other benefits currently anticipated from the merger or anticipated from any additional acquisitions or strategic transactions.

Martin Marietta cannot assure you that it will be able to continue paying dividends at the current rate.

As noted elsewhere in this joint proxy statement/prospectus, Martin Marietta plans to continue its current dividend practices following the merger. However, you should be aware that Martin Marietta shareholders may not receive the same dividends following the merger for reasons that may include any of the following factors:

the combined company may not have enough cash to pay such dividends due to changes in Martin Marietta's cash requirements, capital spending plans, cash flow or financial position;

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while the dividend practices of Martin Marietta involve the distribution of a portion of Martin Marietta's cash available to pay dividends, the Martin Marietta board could change its practices at any time;

the actual amount of dividends distributed and the decision to make any distribution will remain at all times entirely at the discretion of the Martin Marietta board; and

the amount of dividends that Martin Marietta may distribute is subject to restrictions under North Carolina law.

Martin Marietta's shareholders should be aware that they have no contractual or other legal right to dividends.

The shares of Martin Marietta common stock to be received by TXI stockholders as a result of the merger will have different rights from the shares of TXI common stock currently held by TXI stockholders.

Upon completion of the merger, TXI stockholders will become Martin Marietta shareholders and their rights as shareholders will be governed by the NCBCA and Martin Marietta's Restated Articles of Incorporation, as amended (referred to as Martin Marietta's Charter) and Martin Marietta's Restated Bylaws (referred to as Martin Marietta's Bylaws). The rights associated with Martin Marietta common stock are different from the rights associated with TXI common stock. See the section entitled Comparison of Rights of Martin Marietta Shareholders and TXI Stockholders beginning on page 120 for a discussion of the different rights associated with Martin Marietta common stock.

Other Risk Factors of Martin Marietta and TXI

Martin Marietta's and TXI's businesses are and will be subject to the risks described above. In addition, Martin Marietta and TXI are, and will continue to be, subject to the risks described in Martin Marietta's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 and TXI's Annual Report on Form 10-K for the fiscal year ended May 31, 2013, respectively, as, in each case, updated by any subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, all of which are filed with the SEC and are incorporated by reference into this joint proxy statement/prospectus. See Where You Can Find More Information beginning on page 140 for the location of information incorporated by reference in this joint proxy statement/prospectus.

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THE COMPANIES

Martin Marietta Materials, Inc.

Martin Marietta Materials, Inc.

2710 Wycliff Road

Raleigh, NC 27607

Telephone: (919) 783-4540

Martin Marietta Materials, Inc., a North Carolina corporation, is the nation's second largest producer of aggregates products (crushed stone, sand and gravel) for the construction industry, including infrastructure, nonresidential, residential, railroad ballast, agricultural and chemical grade stone used in environmental applications. Martin Marietta's aggregates business also includes asphalt products, ready mixed concrete and road paving operations. Martin Marietta also has a Specialty Products segment that manufactures and markets magnesia-based chemical products used in industrial, agricultural and environmental applications, and dolomitic lime sold primarily to customers in the steel industry.

Martin Marietta's common stock is listed on the NYSE under the symbol **MLM**.

Additional information about Martin Marietta and its subsidiaries is included in documents incorporated by reference in this joint proxy statement/prospectus. See **Where You Can Find More Information** beginning on page 140.

Texas Industries, Inc.

Texas Industries, Inc.

1503 LBJ Freeway, Suite 400

Dallas, Texas 75234

Telephone: (972) 647-6700

Texas Industries, Inc., a Delaware corporation, is a leading supplier of heavy construction materials in the southwestern United States through three business segments: cement, aggregates and concrete. TXI's cement production and distribution facilities are concentrated primarily in Texas and California, the two largest cement markets in the United States. Based on production capacity, TXI is the largest producer of cement in Texas with a 32% share in that state. TXI's aggregate segment produces natural aggregates, including sand, gravel and crushed limestone. TXI's concrete segment produces ready-mix concrete. TXI is a major supplier of natural aggregates and ready-mix concrete in Texas and northern Louisiana and, to a lesser extent, in Oklahoma and Arkansas.

TXI's common stock is listed on the NYSE under the symbol **TXI**.

Additional information about TXI and its subsidiaries is included in documents incorporated by reference in this joint proxy statement/prospectus. See **Where You Can Find More Information** beginning on page 140.

Project Holdings, Inc.

Project Holdings, Inc., a wholly owned subsidiary of Martin Marietta (referred to as Merger Sub), is a North Carolina corporation that was formed on January 14, 2014 for the purpose of effecting the merger. Upon completion of the merger, Merger Sub will be merged with and into TXI, with TXI surviving as a wholly owned subsidiary of Martin Marietta. Merger Sub has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement in connection with the merger.

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THE MARTIN MARIETTA SPECIAL MEETING

Date, Time and Place

The special meeting of Martin Marietta shareholders will be held at [], on [], 2014 at [], local time.

Purpose of the Martin Marietta Special Meeting

At the Martin Marietta special meeting, Martin Marietta shareholders will be asked:

to consider and vote on the share issuance proposal; and

to consider and vote on the Martin Marietta adjournment proposal.

Recommendation of the Board of Directors of Martin Marietta

After careful consideration, the Martin Marietta board, on January 27, 2014, unanimously approved the merger agreement and the issuance of shares of Martin Marietta common stock to TXI stockholders in connection with the merger and determined that the merger agreement and the transactions contemplated thereby, including the merger and the issuance of shares of Martin Marietta common stock to TXI stockholders pursuant to the merger, are advisable and in the best interests of Martin Marietta and its shareholders.

The Martin Marietta board accordingly unanimously recommends that the Martin Marietta shareholders vote FOR each of the share issuance proposal and the Martin Marietta adjournment proposal.

Martin Marietta Record Date; Shareholders Entitled to Vote

Only holders of record of shares of Martin Marietta common stock at the close of business on [], the record date for the Martin Marietta special meeting, will be entitled to notice of, and to vote at, the Martin Marietta special meeting or any adjournments or postponements thereof. A list of shareholders of record entitled to vote at the special meeting will be available beginning two business days after notice of the special meeting is given, and continuing through the special meeting, at our executive offices and principal place of business at 2710 Wycliff Road, Raleigh, North Carolina 27607 for inspection by stockholders during ordinary business hours for any purpose germane to the special meeting. The list will also be available at the special meeting for examination by any shareholder of record present at the special meeting.

As of the close of business on the record date, there were outstanding a total of [] shares of Martin Marietta common stock entitled to vote at the Martin Marietta special meeting. As of the close of business on the record date, approximately []% of the outstanding Martin Marietta common shares were held by Martin Marietta directors and executive officers and their affiliates. We currently expect that Martin Marietta's directors and executive officers will vote their shares in favor of the above listed proposals, although none of them has entered into any agreements obligating him or her to do so.

Quorum

A quorum is necessary to transact business at the Martin Marietta special meeting. The presence of shareholders entitled to cast at least a majority of the votes entitled to be cast on a proposal constitutes a quorum for the transaction of business at the Martin Marietta special meeting. Shares of Martin Marietta common stock represented at the Martin Marietta special meeting and entitled to vote but not voted, including shares for which a shareholder directs an abstention from voting and broker non-votes (shares held by banks, brokerage firms or nominees that are present in person or by proxy at the Martin Marietta special meeting but with respect to which

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the broker or other shareholder of record is not instructed by the beneficial owner of such shares how to vote on a particular proposal and the broker does not have discretionary voting power on such proposal), will be counted as present for purposes of establishing a quorum. Shares of Martin Marietta common stock held in treasury will not be included in the calculation of the number of shares of Martin Marietta common stock represented at the meeting for purposes of determining whether a quorum is present.

Required Vote

Approval of the share issuance proposal requires the affirmative vote of holders of a majority of the votes cast on such proposal by holders of Martin Marietta common stock. Approval of the Martin Marietta adjournment proposal requires that the votes cast in favor of the Martin Marietta adjournment proposal exceed the votes cast against it.

Abstentions and Broker Non-Votes

If you are a Martin Marietta shareholder and fail to vote or fail to instruct your broker or nominee to vote, it will have no effect on the share issuance proposal or the Martin Marietta adjournment proposal. If you are a Martin Marietta shareholder and you mark your proxy or voting instructions to abstain, it will have the effect of a vote against the share issuance proposal and will have no effect on the Martin Marietta adjournment proposal.

Voting in Person

If you plan to attend the Martin Marietta special meeting and wish to vote in person, you will be given a ballot at the special meeting. Please note, however, that if your shares are held in street name, and you wish to vote at the special meeting, you must bring to the special meeting a legal proxy executed in your favor from the record holder (your broker, bank, trust company or other nominee) of the shares authorizing you to vote at the special meeting.

In addition, if you are a registered shareholder, please be prepared to provide proper identification, such as a driver's license or passport. If you hold your shares in street name, you will need to provide proof of ownership, such as a recent account statement or letter from your broker, bank, trust company or other nominee proving ownership on the Martin Marietta record date, along with proper identification. Shareholders will not be allowed to use cameras, recording devices and other similar electronic devices at the meeting.

Voting of Proxies

A proxy card is enclosed for your use. Martin Marietta requests that you mark, sign and date the accompanying proxy and return it promptly in the enclosed postage-paid envelope. When the accompanying proxy is returned properly executed, the shares of Martin Marietta common stock represented by it will be voted at the Martin Marietta special meeting or any adjournment thereof in accordance with the instructions contained in the proxy.

If a proxy is returned without an indication as to how the shares of Martin Marietta common stock represented are to be voted with regard to a particular proposal, the Martin Marietta common stock represented by the proxy will be voted in favor of each such proposal. At the date hereof, management has no knowledge of any business that will be presented for consideration at the special meeting and which would be required to be set forth in this joint proxy statement/prospectus or the related Martin Marietta proxy card other than the matters set forth in Martin Marietta's Notice of Special Meeting of Shareholders. If any other matter is properly presented at the Martin Marietta special meeting for consideration, it is intended that the persons named in the enclosed form of proxy and acting thereunder will vote in accordance with their best judgment on such matter.

Your vote is important. Accordingly, please mark, sign, date and return the enclosed proxy card whether or not you plan to attend the Martin Marietta special meeting in person.

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How Proxies Are Counted

All shares represented by properly executed proxies received in time for the Martin Marietta special meeting will be voted at the meeting in the manner specified by the shareholder giving those proxies. Properly executed proxies that do not contain voting instructions with respect to the share issuance proposal or the Martin Marietta adjournment proposal will be voted FOR that proposal.

Participants in Benefit Plans

Participants in Martin Marietta's Performance Sharing Plan and Savings and Investment Plan have received voting instruction cards in lieu of a proxy card. Only the trustees of these plans, in their capacity as directed trustees, can vote the plan shares at the Martin Marietta special meeting. However, if you are a participating current or former Martin Marietta employee, you are designated as a Named Fiduciary for voting purposes, which entitles you, on a confidential basis, to instruct the trustees how to cast the votes attributable to the shares allocated to your plan account, as well as a proportionate number of plan shares for which properly executed instructions are not timely received. By signing and returning your voting instruction card, you are accepting your designation under the plans as a Named Fiduciary, and you therefore are required to exercise your voting rights prudently and in the interest of all plan participants. If you elect not to vote the shares allocated to your accounts, your shares will be voted in accordance with voting instructions received by the trustees from Martin Marietta, or if no such instructions are received from Martin Marietta, your shares will be voted proportionally in accordance with the voting instructions received by the trustees from those plan participants who do vote.

Shares Held in Street Name

If you hold your shares in a stock brokerage account or if your shares are held by a bank or nominee (that is, in street name), you must provide the record holder of your shares with instructions on how to vote your shares if you wish them to be counted. Please follow the voting instructions provided by your bank or broker. Please note that you may not vote shares held in street name by returning a proxy card directly to Martin Marietta or by voting in person at your special meeting unless you provide a legal proxy, which you must obtain from your bank or broker. Further, brokers who hold shares of Martin Marietta common stock on behalf of their customers may not give a proxy to Martin Marietta to vote those shares without specific instructions from their customers.

If you are a Martin Marietta shareholder and you do not instruct your broker on how to vote your shares, your broker may not vote your shares, which will have no effect on any of the proposals to be considered at the Martin Marietta special meeting.

Revocability of Proxies

You have the power to revoke your proxy at any time before your proxy is voted at the Martin Marietta special meeting. You can revoke your proxy in one of three ways:

you can send a signed notice of revocation;

you can grant a new, valid proxy bearing a later date (including by telephone or through the Internet); or

if you are a holder of record, you can attend the Martin Marietta special meeting and vote in person, which will automatically cancel any proxy previously given, or you can revoke your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.

If you choose either of the first two methods, your notice of revocation or your new proxy must be received by Martin Marietta's Secretary at 2710 Wycliff Road, Raleigh, North Carolina 27607, no later than the beginning of the Martin Marietta special meeting. If your shares are held in street name by your bank or broker, you should contact your broker to change your vote or revoke your proxy.

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Tabulation of Votes

Martin Marietta has appointed one or more representatives of American Stock Transfer & Trust Company to serve as the inspector of election for the Martin Marietta special meeting. The inspector of election will, among other matters, determine the number of shares represented at the Martin Marietta special meeting to confirm the existence of a quorum, determine the validity of all proxies and ballots and certify the results of voting on all proposals submitted to the shareholders.

Solicitation of Proxies

In accordance with the merger agreement, the cost of proxy solicitation for the Martin Marietta special meeting will be borne by Martin Marietta. In addition to the use of the mail, proxies may be solicited by officers and directors and regular employees of Martin Marietta, some of whom may be considered participants in the solicitation, without additional remuneration, by personal interview, telephone, facsimile or otherwise. Martin Marietta will also request brokerage firms, nominees, custodians and fiduciaries to forward proxy materials to the beneficial owners of shares held of record on the record date and will provide customary reimbursement to such firms for the cost of forwarding these materials. Martin Marietta has retained Morrow & Co., LLC to assist in its solicitation of proxies and has agreed to pay them a fee of approximately \$[], plus reasonable expenses, for these services.

Adjournments

If a quorum is not present or represented, the shareholders entitled to vote at the Martin Marietta special meeting, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented. If a quorum is present at the special meeting but there are not sufficient votes at the time of the special meeting to approve the share issuance proposal, then Martin Marietta shareholders may be asked to vote on the Martin Marietta adjournment proposal. No notices of an adjourned meeting need be given unless the adjournment is for more than 120 days or, if after the adjournment, a new record date is or must be fixed for the adjourned meeting, in which case a notice of the adjourned meeting will be given to each shareholder of record entitled to vote at the meeting. At any subsequent reconvening of the special meeting at which a quorum is present, any business may be transacted that might have been transacted at the original meeting and all proxies will be voted in the same manner as they would have been voted at the original convening of the special meeting, except for any proxies that have been effectively revoked or withdrawn prior to the time the proxy is voted at the reconvened meeting.

Assistance

If you need assistance in completing your proxy card or have questions regarding the Martin Marietta special meeting, please contact Morrow & Co., LLC at 470 West Avenue, Stamford, CT 06902, email at: [], call collect at (203) 658-9400, or call toll-free at (877) 757-5404.

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THE TXI SPECIAL MEETING

Date, Time and Place

The special meeting is scheduled to be held at [], on [], 2014 at [], local time.

Purpose of the TXI Special Meeting

At the TXI special meeting, TXI stockholders will be asked:

to consider and vote on the merger proposal;

to consider and vote on the TXI adjournment proposal; and

to consider and vote on the compensation proposal.

Recommendation of the Board of Directors of TXI

After careful consideration, the TXI board, on January 27, 2014, unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of TXI and its stockholders.

The TXI board accordingly unanimously recommends that the TXI stockholders vote FOR each of the merger proposal, the TXI adjournment proposal and the compensation proposal.

TXI Record Date; Stockholders Entitled to Vote

Only holders of record of shares of TXI common stock at the close of business on [], 2014, the record date for the TXI special meeting, will be entitled to notice of, and to vote at, the TXI special meeting and at any adjournment of the meeting. A list of stockholders of record of TXI entitled to vote at the special meeting will be available for ten days before the special meeting at our executive offices and principal place of business at 1503 LBJ Freeway, Suite 400, Dallas, Texas 75234 for inspection by stockholders during ordinary business hours for any purpose germane to the special meeting. The list will also be available at the special meeting for examination by any stockholder of record present at the special meeting.

As of the close of business on the record date, there were outstanding a total of [] shares of TXI common stock entitled to vote at the TXI special meeting. As of the close of business on the record date, approximately []% of the outstanding shares of TXI common stock were held by TXI directors and executive officers and their affiliates. We currently expect that TXI's directors and executive officers will vote their shares in favor of above listed proposals, although none of them has entered into any agreements obligating him or her to do so.

Quorum

A quorum is necessary to transact business at the TXI special meeting. Stockholders who hold at least a majority of the outstanding TXI common stock as of the close of business on the record date and who are entitled to vote must be

present or represented by proxy in order to constitute a quorum for the transaction of business at the TXI special meeting. Shares of TXI common stock represented at the TXI special meeting but not voted, including shares for which a shareholder directs an abstention from voting, will be counted as present for purposes of establishing a quorum. Broker non-votes (shares held by banks, brokerage firms or nominees that are present in person or by proxy at the TXI special meeting but with respect to which the broker or other stockholder of record is not instructed by the beneficial owner of such shares how to vote on a particular proposal and the broker does not have discretionary voting power on such proposal) will not be counted as present for purposes of establishing a quorum. Shares of TXI common stock held in treasury will not be included in the calculation of the number of shares of TXI common stock represented at the meeting for purposes of determining whether a quorum is present.

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Required Vote

Approval of the merger proposal requires the affirmative vote of holders of a majority of the outstanding shares of TXI common stock entitled to vote on the proposal. Approval of the TXI adjournment proposal and the compensation proposal each requires the affirmative vote of holders of a majority of the issued and outstanding shares of TXI common stock present in person or represented by proxy at the TXI special meeting and entitled to vote at the meeting.

In connection with the merger agreement, each of NNS and SAM, who, collectively, hold approximately 51% of the outstanding shares of TXI common stock, entered into voting agreements pursuant to which each such stockholder agreed to vote all of its shares of TXI common stock in favor of the merger proposal and the approval of the transactions contemplated by the merger agreement and against, among other things, alternative transactions. In the event that TXI's board of directors changes its recommendation that TXI stockholders adopt the merger agreement, NNS and SAM will only be required to vote shares representing at most 35% of the outstanding TXI common stock in favor of the merger proposal, with the balance of their shares being voted in such circumstances in NNS's and SAM's sole discretion. For additional information about the voting agreements, see the section entitled "The Issuance of Martin Marietta Shares and the Adoption of the Merger Agreement - Voting Agreements" beginning on page 98.

Abstentions and Broker Non-Votes

If you are a TXI stockholder and fail to vote, fail to instruct your broker or nominee to vote, or vote to abstain, it will have the same effect as a vote against the merger proposal. If you are a TXI stockholder and fail to vote or fail to instruct your broker or nominee to vote, it will have no effect on the TXI adjournment proposal or the compensation proposal, assuming a quorum is present. If you are a TXI stockholder and you mark your proxy or voting instructions to abstain, it will have the effect of a vote against the TXI adjournment proposal and the compensation proposal.

Voting in Person

If you plan to attend the TXI special meeting and wish to vote in person, you will be given a ballot at the special meeting. Please note, however, that if your shares are held in "street name", and you wish to vote at the special meeting, you must bring to the special meeting a "legal proxy" executed in your favor from the record holder (your broker, bank, trust company or other nominee) of the shares authorizing you to vote at the special meeting.

In addition, if you are a registered stockholder, please be prepared to provide proper identification, such as a driver's license or passport. If you hold your shares in "street name", you will need to provide proof of ownership, such as a recent account statement or letter from your broker, bank, trust company or other nominee proving ownership on the TXI record date, along with proper identification. Stockholders will not be allowed to use cameras, recording devices and other similar electronic devices at the meeting.

Voting of Proxies

A proxy card is enclosed for your use. TXI requests that you mark, sign and date the accompanying proxy and return it promptly in the enclosed postage-paid envelope. When the accompanying proxy is returned properly executed, the shares of TXI common stock represented by it will be voted at the TXI special meeting or any adjournment thereof in accordance with the instructions contained in the proxy.

If a proxy is returned without an indication as to how the shares of TXI common stock represented are to be voted with regard to a particular proposal, the TXI common stock represented by the proxy will be voted in favor of each

such proposal. At the date hereof, management has no knowledge of any business that will be presented

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for consideration at the special meeting and which would be required to be set forth in this joint proxy statement/prospectus or the related TXI proxy card other than the matters set forth in TXI's Notice of Special Meeting of Stockholders. If any other matter is properly presented at the TXI special meeting for consideration, it is intended that the persons named in the enclosed form of proxy and acting thereunder will vote in accordance with their best judgment on such matter.

Your vote is important. Accordingly, please mark, sign, date and return the enclosed proxy card whether or not you plan to attend the TXI special meeting in person.

How Proxies Are Counted

All shares represented by properly executed proxies received in time for the TXI special meeting will be voted at the meeting in the manner specified by the stockholder giving those proxies. Properly executed proxies that do not contain voting instructions with respect to the merger proposal, the TXI adjournment proposal or the compensation proposal will be voted **FOR** that proposal.

Shares Held in Street Name

If you hold your shares in a stock brokerage account or if your shares are held by a bank or nominee (that is, in street name), you must provide the record holder of your shares with instructions on how to vote your shares if you wish them to be counted. Please follow the voting instructions provided by your bank or broker. Please note that you may not vote shares held in street name by returning a proxy card directly to TXI or by voting in person at your special meeting unless you provide a legal proxy, which you must obtain from your bank or broker. Further, brokers who hold shares of TXI common stock on behalf of their customers may not give a proxy to TXI to vote those shares without specific instructions from their customers.

If you are a TXI stockholder and you do not instruct your broker on how to vote your shares, your broker may not vote your shares, which will have the same effect as a vote against the merger proposal. If you are a TXI stockholder and do not instruct your broker on how to vote your shares, it will have no effect on the TXI adjournment proposal and the compensation proposal, assuming a quorum is present.

Revocation of Proxies

You have the power to revoke your proxy at any time before your proxy is voted at the TXI special meeting. You can revoke your proxy in one of three ways:

you can send a signed notice of revocation;

you can grant a new, valid proxy bearing a later date (including by telephone or through the Internet); or

if you are a holder of record, you can attend the TXI special meeting and vote in person, which will automatically cancel any proxy previously given, or you can revoke your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.

If you choose either of the first two methods, your notice of revocation or your new proxy must be received by TXI's Corporate Secretary at 1503 LBJ Freeway, Suite 400, Dallas, Texas 75234 no later than the beginning of the TXI special meeting. If your shares are held in street name by your bank or broker, you should contact your broker to change your vote or revoke your proxy.

Tabulation of Votes

TXI has appointed one or more representatives of Computershare Investor Services to serve as the inspector of election for the TXI special meeting. The inspector of election will, among other matters, determine the number of shares represented at the TXI special meeting to confirm the existence of a quorum, determine the validity of all proxies and ballots and certify the results of voting on all proposals submitted to the stockholders.

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Solicitation of Proxies

In accordance with the merger agreement, the cost of proxy solicitation for the TXI special meeting will be borne by TXI. In addition to the use of the mail, proxies may be solicited by officers and directors and regular employees of TXI, some of whom may be considered participants in the solicitation, without additional remuneration, by personal interview, telephone, facsimile or otherwise. TXI will also request brokerage firms, nominees, custodians and fiduciaries to forward proxy materials to the beneficial owners of shares held of record on the record date and will provide customary reimbursement to such firms for the cost of forwarding these materials.

Adjournments

If a quorum is not present or represented, the stockholders entitled to vote at the TXI special meeting, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented. If a quorum is present at the special meeting but there are not sufficient votes at the time of the special meeting to approve the merger proposal, then TXI stockholders may be asked to vote on the TXI adjournment proposal. No notices of an adjourned meeting need be given unless the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting will be given to each stockholder of record entitled to vote at the meeting. At any subsequent reconvening of the special meeting at which a quorum is present, any business may be transacted that might have been transacted at the original meeting and all proxies will be voted in the same manner as they would have been voted at the original convening of the special meeting, except for any proxies that have been effectively revoked or withdrawn prior to the time the proxy is voted at the reconvened meeting.

Assistance

If you need assistance in completing your proxy card or have questions regarding the TXI special meeting, please contact TXI's investor relations department:

Texas Industries, Inc.

1503 LBJ Freeway, Suite 400

Dallas, Texas 75234

(972) 647-6700

Attn: Investor Relations

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MARTIN MARIETTA PROPOSAL 1 AND TXI PROPOSAL 1: THE ISSUANCE OF MARTIN MARIETTA SHARES AND THE ADOPTION OF THE MERGER AGREEMENT

Effects of the Merger

At the effective time of the merger, Merger Sub, a wholly owned subsidiary of Martin Marietta formed to effect the merger, will merge with and into TXI. TXI will be the surviving corporation in the merger and will thereby become a wholly owned subsidiary of Martin Marietta.

In the merger, each outstanding share of TXI common stock (other than shares owned by TXI, Martin Marietta or Merger Sub, which will be cancelled) will be converted into the right to receive 0.70 shares of Martin Marietta common stock for each share of TXI common stock, with cash paid in lieu of fractional shares. This exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to closing of the merger. Martin Marietta shareholders will continue to hold their existing Martin Marietta shares.

Background of the Merger

TXI's management and board of directors regularly review TXI's performance, prospects and strategy in light of the current business and economic environment, as well as developments in the heavy construction materials industry and opportunities and challenges facing participants in that industry. These reviews have included consideration, from time to time, of potential strategic alternatives, including strategic acquisitions and divestitures, a sale of the company and remaining an independent, stand-alone entity. Similarly, Martin Marietta's management and board of directors regularly review Martin Marietta's prospects and strategy in light of the current business and economic environment, as well as developments in the heavy-construction materials industry and opportunities and challenges facing participants in that industry. These reviews have included consideration, from time to time, of potential strategic alternatives, including strategic acquisitions, divestitures and business combination transactions.

On March 25, 2013, C. Howard Nye, president and chief executive officer of Martin Marietta, met with Nassef Sawiris, a representative of NNS (which held approximately 23% of TXI's outstanding shares at that time) to discuss potential business opportunities between Martin Marietta and TXI in order to ascertain the interest of one of the largest stockholders of TXI in such opportunities. The meeting had been organized by representatives of one of Martin Marietta's financial advisors. At this meeting and in the subsequent meetings and conversations between Mr. Nye and Mr. Sawiris, Mr. Sawiris acted solely in his capacity as a representative of NNS and did not purport to act for or represent TXI, the TXI board or any other stockholder. During the meeting, Mr. Sawiris indicated that NNS would, and that he believed that other TXI stockholders might, potentially be interested in a strategic transaction between TXI and Martin Marietta, at a price and on terms that would be favorable to TXI stockholders. Following the meeting, Mr. Nye distributed a memorandum to the Martin Marietta board describing his conversation with Mr. Sawiris and stating his intent to begin reviewing, together with other members of Martin Marietta's management, the possibility of a strategic transaction with TXI.

On May 23, 2013, the Martin Marietta board met, together with Martin Marietta's management, to, among other things, discuss management's review of a number of strategic alternatives. At the meeting, Mr. Nye reviewed management's preliminary consideration of a potential transaction with TXI and the potential strategic benefits and alternatives in structuring such a transaction. The Martin Marietta board indicated that it supported management further investigating the potential transaction.

Following the board meeting, beginning on May 31, 2013, Mr. Nye requested and engaged in a number of additional discussions with Mr. Sawiris, acting solely in his capacity as a representative of NNS, regarding the terms that NNS

would be prepared to support in the event of a potential transaction between Martin Marietta and TXI. These discussions were exploratory in nature, and included discussions concerning the potential structure of such a transaction, the due diligence work that would need to be completed and the possibility of TXI representation on the Martin Marietta board following the consummation of the transaction, it being understood that any preliminary agreement would be subject to the approval of the Martin Marietta board and the TXI board. Throughout these discussions with Mr. Sawiris and the conversations that followed with TXI's other

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stockholders, management and representatives, Mr. Nye and other members of Martin Marietta's management kept the Martin Marietta board informed of the discussions through meetings and communications with the directors. None of Martin Marietta, TXI, NNS or any of their respective affiliates entered into, or committed to enter into, any agreement of any kind as a result of, or in connection with, any of the foregoing meetings or discussions.

In July 2013, the TXI board asked Citigroup to assist it in a review of market developments and potential strategic alternatives. On August 6, 2013, the TXI board met with members of TXI's management and representatives of Citigroup to discuss this review. Following presentations and discussion at this meeting, the TXI board instructed Citigroup to contact a select number of parties to determine such parties' interest in a joint venture or purchase of TXI's California plants, an acquisition of TXI or a merger with TXI.

During the second half of August and the first half of September, as directed by the TXI board, Citigroup contacted 15 parties, including Martin Marietta, 13 of which, including Martin Marietta, expressed interest in exploring a potential transaction and entered into confidentiality agreements with TXI. During this time, representatives of Citigroup and TXI's management also began to engage in conversations with the interested parties to discuss certain initial diligence matters. On August 16, 2013, Mr. Nye and Mel G. Brekhus, TXI's president and chief executive officer, spoke by phone to discuss the possibility of a strategic transaction between Martin Marietta and TXI. Martin Marietta and TXI entered into a confidentiality agreement on August 29, 2013, and Martin Marietta began to conduct a diligence review of TXI. As part of this diligence review, on September 3, 2013, Mr. Nye and other members of Martin Marietta's management met with representatives of Citigroup to receive a high-level presentation regarding TXI's business and operations.

On September 26, 2013, and again on October 7, 2013, the TXI board met, together with Citigroup. Following these meetings, based on the informal feedback received from the potentially interested parties, the TXI board authorized Citigroup to solicit formal but non-binding indications of interest from the potentially interested parties, with a deadline of October 30, 2013, and to provide limited due diligence to those parties. Beginning on October 11, 2013, Citigroup sent a letter to each potentially interested party, including Martin Marietta, detailing the process and setting the October 30th deadline for indications of interest.

On October 29, 2013, the Martin Marietta board met, together with Martin Marietta's management, to receive an update on the status of the preliminary conversations and analyses that had been undertaken in connection with the potential transaction with TXI. Mr. Nye reviewed the recent discussions regarding the potential transaction and members of Martin Marietta's management provided reports on business, financial and legal aspects of a transaction with TXI based on the due diligence review that had been conducted by Martin Marietta. Mr. Nye also discussed the Martin Marietta board's finance committee's review, on October 23, 2013, of the potential financial impact on Martin Marietta of a transaction with TXI, and reviewed management's proposed response to TXI's request for a non-binding indication of interest, which included a stock-for-stock merger transaction at an exchange ratio in the range of 0.65 to 0.70 Martin Marietta shares for each outstanding TXI share (which implied a valuation range of \$64.60 to \$69.57 per TXI share based upon the closing price of Martin Marietta shares on October 29, 2013). Members of Martin Marietta's management then reviewed likely next steps in the process. Following an extensive discussion, the Martin Marietta board authorized Martin Marietta's management to pursue the proposed transaction with TXI, subject to further and final approval by the Martin Marietta board.

By November 1, 2013, TXI received four indications of interest, two of which expressed interest in transactions involving only TXI's California operations, one of which expressed interest in a transaction involving only TXI's aggregate operations and one of which was from Martin Marietta proposing the merger transaction that had been authorized by the Martin Marietta board.

On November 4, 2013, the TXI board met, together with members of management and representatives of Citigroup and Wachtell Lipton, TXI's outside legal counsel, to consider these indications of interest. Among other things, the TXI board determined that the indications of interest relating to TXI's California operations or aggregate operations were unattractive financially and strategically, but that the indication of interest received from Martin Marietta warranted further exploration and development. As a result of this meeting, the TXI board

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instructed Mr. Brekhus to contact Mr. Nye to determine whether Martin Marietta could be convinced to agree to a higher exchange ratio of 0.75. During the period from November 6 through November 12, 2013, Mr. Brekhus spoke to Mr. Nye, and directed representatives of Citigroup to speak with Martin Marietta's management and financial advisors, to discuss whether Martin Marietta would be willing to agree to a higher exchange ratio. After discussion with Martin Marietta's advisors, Martin Marietta's representatives requested additional due diligence information and an opportunity to meet with TXI's management before providing Martin Marietta's response on valuation.

At an in-person meeting on November 18, 2013, members of TXI's management and representatives of Citigroup provided a management presentation and select due diligence information to Martin Marietta's management. The parties continued their conversations and Martin Marietta continued to conduct diligence on TXI over the next nine days.

On November 26, 2013, the Martin Marietta board met, together with Martin Marietta's management and representatives of J.P. Morgan and Deutsche Bank, to discuss, among other things, TXI's counterproposal on valuation and to receive an update with respect to the additional diligence that had been conducted. At the meeting, members of Martin Marietta's management reviewed with the Martin Marietta board management's estimates of potential synergies related to a strategic transaction with TXI and updated the Martin Marietta board as to the additional business, financial and legal due diligence that had been conducted. The Martin Marietta board indicated that it supported management continuing to work on the proposed transaction and authorized Mr. Nye to offer an exchange ratio above 0.70 if necessary.

On the morning of November 27, 2013, Mr. Nye met with Mr. Brekhus to inform him that based on the information received by Martin Marietta so far, and subject to further due diligence, Mr. Nye would be willing to recommend to the Martin Marietta board an exchange ratio of 0.72 (which implied a value of \$70.08 per TXI share based upon the closing price of Martin Marietta shares on November 27, 2013). Mr. Nye stated that Martin Marietta would be prepared to proceed at that exchange ratio subject to TXI's agreement to enter into exclusive negotiations through December 31, 2013. Mr. Nye also indicated that in connection with the execution of any definitive agreement between Martin Marietta and TXI, Martin Marietta would require TXI's two largest stockholders, SAM, which held approximately 28% of the TXI's outstanding shares at that time, and NNS, to enter into voting agreements pursuant to which such stockholders would commit to vote their shares in favor of such transaction. Messrs. Nye and Brekhus also discussed certain non-financial terms of the potential transaction.

Later on November 27, 2013, the TXI board met, together with members of TXI's management, to discuss Martin Marietta's proposal. After extensive discussion, the TXI board determined to authorize TXI's management to proceed with due diligence and enter into exclusive negotiations with Martin Marietta of a definitive agreement at an exchange ratio of 0.72, subject to further and final approval by the TXI board if such negotiations proved to be successful.

On December 4, 2013, the parties executed an exclusivity agreement providing for exclusive negotiations through December 31, 2013.

Throughout December 2013, TXI, Martin Marietta and their respective counsel negotiated a definitive merger agreement and form of voting agreement, Martin Marietta continued to engage in due diligence review of TXI, and TXI engaged in due diligence review of Martin Marietta. At the start of the negotiations in December, the parties targeted the week of January 6, 2014 for completion of negotiations and announcement of a transaction.

On December 11, 2013, the Martin Marietta board met, together with members of management, to receive a transaction update.

Also on December 11, 2013, TXI provided to Martin Marietta TXI's financial results for its fiscal second quarter ended November 30, 2013, which reflected a larger loss than had been forecast.

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On December 12, 2013, Bloomberg reported that TXI's owners were exploring a sale of TXI, following which TXI's share price increased by more than 13%, and closed at \$66.47 per share on December 13, 2013. The report mentioned certain potential acquirors but did not identify Martin Marietta.

On December 20, 2013, the TXI board met, together with members of management and TXI's legal and financial advisors, to receive a transaction update. Also on December 20, 2013, the Martin Marietta board met, together with members of Martin Marietta's management, to receive an update on the transaction and the results of management's due diligence.

In connection with TXI's due diligence review of Martin Marietta, members of Martin Marietta's management met with members of TXI's management on December 23, 2013 to provide a management presentation on Martin Marietta's business. Following this presentation, Messrs. Nye and Brekhus discussed certain of the open issues in the negotiation of the merger agreement and form voting agreements.

Later on December 23, 2013, TXI provided Martin Marietta a revised forecast for full fiscal year 2014, which reflected TXI's actual financial results (provided to Martin Marietta on December 11, 2013) for its fiscal second quarter and showed lower earnings for the full fiscal year 2014. On December 26, 2013, members of Martin Marietta's management and TXI's management spoke by phone to discuss the revised forecast and Martin Marietta requested additional diligence information to better understand the revisions. On January 2, 2014, representatives of Martin Marietta's management, TXI's management and their respective financial advisors met to discuss the revised forecast and TXI's prospects generally. Following the meeting, Mr. Nye and Mr. Brekhus spoke to discuss the feasibility of the previously-targeted week of January 6, 2014 for the announcement of a transaction in light of the revised forecast. On January 3, 2014, TXI delivered to Martin Marietta the additional diligence information that Martin Marietta had requested as a result of the revised forecast, which Martin Marietta agreed to review and evaluate.

Later on January 3, 2014, Mr. Nye called Mr. Brekhus to inform him that Martin Marietta expected it would need additional time beyond the previously-targeted week of January 6th to analyze and consider the new information received that would likely impact Martin Marietta's value assessment. Later that day, representatives of J.P. Morgan spoke to representatives of Citigroup to discuss the conversation between Messrs. Nye and Brekhus. During this call, the J.P. Morgan representatives indicated that it was unlikely that Martin Marietta would continue to be supportive of a transaction at a 0.72 exchange ratio.

Later on January 3, 2014, the TXI board met, together with members of management and TXI's legal and financial advisors. After extensive discussion, and taking into account, among other things, the directors' views of TXI's prospects and the previously stated views of TXI's largest stockholders regarding a possible transaction, which had been conveyed to the TXI board, the TXI board instructed Mr. Brekhus to inform Mr. Nye that TXI would be prepared to enter into a merger transaction at a slightly reduced exchange ratio of 0.70 (which implied a value of \$69.57 per TXI share based upon the closing price of Martin Marietta shares on January 3, 2014, or approximately \$0.51 per share lower than the proposal under consideration by the TXI board in late November 2013), provided that Martin Marietta agree to TXI's proposed resolution of several issues then under negotiation between the parties and provided that Martin Marietta agree to enter into a definitive merger agreement by or before TXI's earnings announcement then scheduled for January 8, 2014. Following this meeting, Mr. Brekhus conveyed the TXI proposal to Mr. Nye. On January 4, 2014, representatives of J.P. Morgan spoke to representatives of Citigroup to discuss the conversation between Messrs. Nye and Brekhus.

On January 3, 2014, January 4, 2014 and January 5, 2014, Mr. Nye reviewed and discussed the TXI proposal with the other members of Martin Marietta's management, as well as Martin Marietta's directors and financial and legal advisors. As a result of these discussions, Martin Marietta's management determined that Martin Marietta would

continue to require additional time to consider and review TXI's proposal in light of the additional information that had been provided.

Later on January 5, 2014, Mr. Nye called Mr. Brekhus to inform him that Martin Marietta continued to require additional time to consider and review the due diligence information and assess the situation and

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potentially available synergies and, accordingly, Martin Marietta would not be able to meet TXI's timetable nor confirm Martin Marietta's willingness to engage in a merger at a 0.70 exchange ratio. Later on January 5, 2014, the TXI board met, together with members of management and TXI's legal and financial advisors, to review and discuss the status of negotiations with Martin Marietta. The TXI board concluded that it was not willing to offer further price concessions to Martin Marietta and that TXI would proceed on the assumption that there would be no transaction with Martin Marietta.

On January 6, 2014, Mr. Brekhus called Mr. Nye to inform him that the TXI board was not willing to reconsider the terms it had offered. Later that day, O. Mason Hawkins, the chairman and chief executive officer of SAM, contacted Mr. Nye to convey his support for the proposal that Mr. Brekhus had conveyed to Mr. Nye on January 3, 2014 and to encourage Martin Marietta to consider agreeing to execute a definitive agreement expeditiously.

From January 5 through January 13, 2014, Martin Marietta continued to review and evaluate a possible transaction with TXI. On January 13, 2014, the Martin Marietta board met, together with its management, to review and discuss the potential transaction with TXI. At this meeting the Martin Marietta board provisionally determined, subject to further discussion at a meeting of the Martin Marietta Board's finance committee and audit committee and final Martin Marietta board review and approval, that TXI should be informed that Martin Marietta would be willing to proceed with negotiations on the basis of a 0.70 exchange ratio, but subject to satisfactory resolution of several non-financial merger agreement terms and subject to TXI's two largest stockholders agreeing to enter into voting support agreements concurrently with the execution of a definitive merger agreement between Martin Marietta and TXI. Later on January 14, 2014, Mr. Nye called Mr. Brekhus to inform him of Martin Marietta's willingness to re-initiate negotiations at a 0.70 exchange ratio and of Martin Marietta's request that the support of TXI's two largest stockholders be obtained. During the call, Mr. Nye also conveyed Martin Marietta's positions on certain of the non-financial merger agreement terms.

On January 15, 2014, the TXI board met, together with TXI's legal and financial advisors, to receive a transaction status update and Citigroup's review of its financial analysis of the transaction and to discuss the board's position on merger agreement issues. During the meeting, the TXI board instructed Mr. Brekhus to continue to negotiate certain of non-financial open issues. During adjournments of the meeting, Mr. Brekhus and Thomas R. Ransdell, chairman of the board of TXI, called Mr. Hawkins and Mr. Sawiris who each agreed that they were prepared to recommend to the boards and/or investment committees of SAM and NNS, respectively, that SAM or NNS, as applicable, should enter into a separate voting agreement with Martin Marietta with respect to their respective TXI shares.

From January 15 through January 25, 2014, the parties and their legal and financial advisors engaged in discussions and negotiations to complete due diligence and to resolve the open transaction issues. These discussions and negotiations included numerous telephone conversations between the parties' executives and representatives, as well as conversations between representatives of Martin Marietta and Mr. Hawkins.

On January 23, 2014, at a regularly-scheduled meeting of the Martin Marietta board, Martin Marietta management provided the Martin Marietta board with a transaction update.

The TXI board met twice on January 24, 2014, together with management and TXI's financial and legal advisors, to review and discuss the status of negotiations. Mr. Hawkins joined for a portion of the second meeting on January 24, 2014 to provide the TXI board with the perspectives of SAM, which were favorable to the transaction. Mr. Hawkins said that he had spoken with Mr. Sawiris, who was, as a representative of NNS, similarly supportive.

Also on January 24, 2014, Bloomberg reported that Martin Marietta was in advanced discussions to acquire TXI. Following the report, Mr. Nye and representatives of Martin Marietta's management and financial and legal advisors

discussed that, given the market rumors about the transaction, it would be in Martin Marietta's best interests to convey to TXI Martin Marietta's final positions on the remaining open issues in the negotiations. It was agreed that Martin Marietta's final positions would include some concessions to TXI. Later in the day on January 24, 2014, Mr. Nye conveyed Martin Marietta's final positions to Mr. Brekhus.

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On the morning of January 25, 2014, Messrs. Brekhus and Ransdell spoke to Mr. Nye by telephone and, later that day, Mr. Hawkins spoke to Mr. Nye by telephone. In each of these conversations, Mr. Nye confirmed that Martin Marietta had no further flexibility on the remaining points. Representatives of J.P. Morgan also held discussions with representatives of Citigroup on January 25, 2014. Later on January 25, 2014, the TXI board met. After extensive discussion, including as to the matters discussed below in the section entitled "TXI's Reasons for the Merger; Recommendation of the TXI Board of Directors" beginning on page 46, the TXI board determined to move forward on the basis proposed by Martin Marietta, subject to final board review and formal board approval at a meeting to be scheduled after completion of the negotiations of the merger agreement, the voting agreements and the lease agreements.

On January 26, 2014, Mr. Nye had several conversations with Messrs. Brekhus and Ransdell and with Mr. Hawkins regarding the right of TXI or its stockholders to appoint directors to Martin Marietta's board, one of which was joined by Stephan P. Zelnak, Jr., Chairman of the Martin Marietta board. Financial advisors for TXI and Martin Marietta also spoke on January 26, 2014. In the evening on January 26, 2014, Mr. Nye called Messrs. Brekhus and Ransdell and indicated that Martin Marietta was prepared to move forward on the basis discussed, subject to final Martin Marietta board review and approval.

On January 26 and January 27, 2014, counsel for TXI and Martin Marietta completed negotiations of the merger agreement, the voting agreements and the lease agreements.

On January 27, 2014, the Martin Marietta board met, together with Martin Marietta's management and financial and legal advisors, to consider and approve the transaction. Members of Martin Marietta's management reviewed the negotiations that had occurred since the last update and reported that due diligence and negotiations had been completed and that all material outstanding issues had been resolved or addressed. At such meeting, representatives of J.P. Morgan, Deutsche Bank and Barclays presented joint materials and each rendered its respective oral opinion to the Martin Marietta board, each of which was later confirmed by delivery of separate written opinions, each dated January 27, 2014, that, as of such date, and subject to the assumptions made, procedures followed, matters and factors considered and limitations and qualifications on the review undertaken set forth in each such opinion, the 0.70 exchange ratio was fair, from a financial point of view, to Martin Marietta. Representatives of Cravath then reviewed with the directors certain legal matters related to the transaction, including its fiduciary obligations in connection with its consideration of the transaction and the principal terms of the proposed transaction agreements, and representatives of McDermott Will & Emery LLP provided an analysis of the regulatory implications of the proposed transaction. After discussions, including as to the matters discussed in the section entitled "Martin Marietta's Reasons for the Merger; Recommendation of the Martin Marietta Board of Directors" beginning on page 43, the Martin Marietta board unanimously determined that the merger and the issuance of shares of Martin Marietta common stock to TXI stockholders in connection with the merger, and the merger agreement and the transactions contemplated thereby, including the merger and the issuance of shares of Martin Marietta common stock to TXI stockholders pursuant to the merger, are advisable and in the best interests of Martin Marietta and its shareholders, and resolved to recommend that the Martin Marietta shareholders approve the issuance of shares of Martin Marietta common stock to TXI stockholders pursuant to the merger agreement.

Later on January 27, 2014, the TXI board met, together with members of management and TXI's legal and financial advisors. During this meeting, the TXI directors reviewed TXI's strategic alternatives and TXI's prospects as an independent company. Wachtell Lipton then reviewed with the TXI board its fiduciary obligations, summarized the material terms of the proposed merger agreement and voting agreements, and reported on the resolution of open issues during the course of negotiations with Martin Marietta. Citigroup provided to the TXI board Citigroup's financial analysis of the transaction, and Citigroup rendered to the TXI board an oral opinion, confirmed by delivery of a written opinion dated January 27, 2014, to the effect that, as of that date and based on and subject to the matters

described in its opinion, the exchange ratio of 0.70 Martin Marietta shares for each TXI was fair, from a financial point of view, to the holders of TXI common stock (other than Martin Marietta and its affiliates). After discussions, including as to the matters discussed below in the

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section entitled TXI's Reasons for the Merger; Recommendation of the TXI Board of Directors beginning on page 46, the TXI board, by unanimous vote of all of its members, approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of TXI and its stockholders, and resolved to recommend that TXI's stockholders vote to adopt the merger agreement.

Following the conclusion of the TXI board meeting, TXI, Martin Marietta and their respective counsel finalized the transaction documentation, the parties executed the merger agreement and lease agreements, and SAM and NNS each executed a voting agreement with Martin Marietta. On the morning of January 28, 2014, the parties publicly released a joint announcement of the transaction.

Martin Marietta's Reasons for the Merger; Recommendation of the Martin Marietta Board of Directors

At its meeting on January 27, 2014, the Martin Marietta board unanimously approved the merger agreement and the issuance of shares of Martin Marietta common stock to TXI stockholders in connection with the merger and determined that the merger agreement and the transactions contemplated thereby, including the merger and the issuance of shares of Martin Marietta common stock to TXI stockholders pursuant to the merger, are advisable and in the best interests of Martin Marietta and its shareholders. Accordingly, the Martin Marietta board unanimously recommends that the Martin Marietta shareholders vote FOR each of the share issuance proposal and the Martin Marietta adjournment proposal.

In evaluating the merger agreement and the issuance of shares of Martin Marietta common stock to TXI stockholders, the Martin Marietta board consulted with and received the advice of Martin Marietta's management and its legal and financial advisors. In reaching its decision, the Martin Marietta board considered a number of factors, including, but not limited to, the following factors which the Martin Marietta board viewed as generally supporting its decision to approve and enter into the merger agreement and recommend that Martin Marietta shareholders vote FOR the share issuance proposal and the Martin Marietta adjournment proposal.

Strategic Considerations. The Martin Marietta board believes the merger will provide a number of significant strategic opportunities, including the following:

the merger will create a leading supplier of aggregates and heavy building materials, with low-cost, vertically integrated aggregates and cement operations, and will create a combined company with uniquely positioned assets across some of the nation's largest and fastest growing geographies, such as Texas and California;

with a significant increase in scale and potential to achieve substantial synergies, the combined company will have greater potential to grow faster and more efficiently than either Martin Marietta or TXI could on a standalone basis;

select vertical integration as a result of the merger will improve distribution and transportation costs, diversify end-markets and drive other value enhancing efficiencies;

the combined company is expected to generate meaningful synergies through, among other drivers, the consolidation of corporate overhead and duplicate functions, enhanced vertical pull through revenue opportunities and increased operational efficiencies through the adoption of best practices and capabilities from each company;

the combination of Martin Marietta and TXI will enable Martin Marietta to provide customers with even more value through a collective workforce of approximately 7,000 highly skilled employees and a shared commitment to provide the best materials, services and solutions;

the combination of Martin Marietta and TXI will create a stronger base of talent by uniting two workforces and will provide employees of both Martin Marietta and TXI with benefits from greater career and professional development opportunities generated by the merger;

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the combined company is expected to have a strong financial position; and

the merger is expected to deliver accretion to Martin Marietta's earnings per share in 2014, assuming refinancing of TXI's outstanding debt at or around the closing of the merger and excluding one-time costs, which will add value to Martin Marietta's shareholders.

Other Factors Considered by the Martin Marietta Board. In addition to considering the strategic factors described above, the Martin Marietta board considered the following additional factors, all of which it viewed as supporting its decision to approve the merger:

its knowledge of Martin Marietta's business, operations, financial condition, earnings and prospects and of TXI's business, operations, financial condition, earnings and prospects, taking into account the results of Martin Marietta's due diligence review of TXI;

the current and prospective business climate in the industry in which Martin Marietta and TXI operate, including the potential for further consolidation, and the alternatives reasonably available to Martin Marietta if it did not pursue the merger;

the projected financial results of TXI as a standalone company and the fit of the transaction with Martin Marietta's previously established strategic goals;

the opinions of J.P. Morgan, Deutsche Bank and Barclays, each dated January 27, 2014, to the Martin Marietta board to the effect that, as of that date, and subject to the assumptions made, procedures followed, matters and factors considered and limitations and qualifications on the review undertaken set forth in such opinions, the 0.70 exchange ratio was fair, from a financial point of view, to Martin Marietta, as more fully described below under the section entitled "Opinions of Martin Marietta's Financial Advisors" Opinion of J.P. Morgan Securities LLC, Opinion of Deutsche Bank Securities Inc. and Opinion of Barclays Capital Inc. beginning on page 49;

the terms and conditions of the merger agreement, including the strong commitments by both Martin Marietta and TXI to complete the merger;

the fact that the merger agreement provides for a fixed exchange ratio and that no adjustment will be made in the merger consideration to be received by TXI stockholders in the merger as a result of possible increases or decreases in the trading price of Martin Marietta's common stock following the announcement of the merger;

the terms and conditions of the voting agreements, including the commitments by each of NNS and SAM to vote all of their shares of TXI common stock in favor of the merger proposal, unless the TXI board changes its recommendation of the merger proposal, in which case, such stockholders will be required to vote shares representing at most 35% of the outstanding TXI common stock in favor of the merger proposal;

the results of the due diligence review of TXI and its business conducted by Martin Marietta and its legal advisors;

the anticipated customer, supplier and stakeholder reaction to the merger; and

the anticipated market capitalization, revenues, free cash flow and capital structure of the combined company.

The Martin Marietta board weighed these advantages and opportunities against a number of other factors identified in its deliberations weighing negatively against the merger, including:

the challenges inherent in the combination of two businesses of the size and scope of Martin Marietta and TXI and the size of the companies relative to each other, including the risk that integration costs may be greater than anticipated and the possible diversion of management attention for an extended period of time;

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the potential that the fixed exchange ratio under the merger agreement could result in Martin Marietta delivering greater value to the TXI stockholders than had been anticipated by Martin Marietta should the value of the shares of Martin Marietta common stock increase from the date of the execution of the merger agreement;

TXI's right, subject to certain conditions, to respond to and negotiate with respect to certain alternative takeover proposals made prior to the time TXI stockholders adopt the merger agreement and TXI's right, subject to TXI's paying Martin Marietta a termination fee of \$70 million, to terminate the merger agreement to enter into a binding agreement providing for a superior proposal;

the restrictions in the merger agreement on the conduct of Martin Marietta's and TXI's business during the period between execution of the merger agreement and the consummation of the merger;

the risk that regulatory agencies may object to and challenge the merger or may impose terms and conditions in order to resolve those objections that adversely affect the financial results of the combined company; see the section entitled "Regulatory Clearances Required for the Merger" beginning on page 75;

the risk that the pendency of the merger for an extended period of time following the announcement of the execution of the merger agreement could have an adverse impact on Martin Marietta or the combined company;

the potential for diversion of management and employee attention during the period prior to completion of the merger, and the potential negative effects on Martin Marietta's and the combined company's businesses;

the risk that, despite the efforts of Martin Marietta and TXI prior to the consummation of the merger, the combined company may lose key personnel;

the risk of not capturing all the anticipated cost savings and synergies between Martin Marietta and TXI and the risk that other anticipated benefits might not be realized;

the possibility that the combined company might not achieve its projected financial results;

the risk that credit rating agencies might downgrade Martin Marietta's ratings or might place Martin Marietta's credit ratings under review for downgrade as a result of the merger or the announcement of the merger;

the risk that changes in the regulatory landscape or new technological developments may adversely affect the business benefits anticipated to result from the merger; and

the risks of the type and nature described under **Risk Factors** beginning on page 19 and the matters described under **Cautionary Statement Regarding Forward-Looking Statements** beginning on page 17.

The foregoing discussion of the factors considered by the Martin Marietta board is not intended to be exhaustive, but rather includes the principal factors considered by the Martin Marietta board. In view of the wide variety of factors considered in connection with its evaluation of the merger and the complexity of these matters, the Martin Marietta board did not find it useful and did not attempt to quantify or assign any relative or specific weights to the various factors that it considered in reaching its determination to approve the merger and the merger agreement and to make its recommendations to Martin Marietta shareholders. In addition, individual members of the Martin Marietta board may have given differing weights to different factors. The Martin Marietta board conducted an overall review of the factors described above, including thorough discussions with Martin Marietta's management and outside legal and financial advisors.

In considering the recommendation of the Martin Marietta board to approve the share issuance proposal, Martin Marietta shareholders should be aware that Martin Marietta's directors may have interests in the merger that are different from, or in addition to, those of Martin Marietta shareholders generally. For additional information, see the section entitled **Financial Interests of Martin Marietta Directors and Officers in the Merger** beginning on page 69.

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The explanation of the reasoning of the Martin Marietta board and certain information presented in this section are forward-looking in nature and, therefore, the information should be read in light of the factors discussed in the section entitled "Cautionary Statement Regarding Forward-Looking Statements" beginning on page 17 of this joint proxy statement/prospectus.

TXI's Reasons for the Merger; Recommendation of the TXI Board of Directors

On January 27, 2014, the TXI board unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of TXI and its stockholders. Accordingly, the TXI board unanimously recommends that the TXI stockholders vote FOR each of the merger proposal and the TXI adjournment proposal.

In the course of reaching its decision to approve the merger and the merger agreement, the TXI board consulted with outside legal and financial advisors and TXI's management team and considered a number of factors that it believed supported its decision, including the following:

Attractive Relative and Absolute Value. The TXI board considered the current and historical market prices of TXI and Martin Marietta common stock, including the market price and performance of the common stock relative to those of other participants in TXI's industry and general market indices, including the fact that the fixed exchange ratio of 0.70 shares of Martin Marietta common stock per share of TXI common stock represented:

a premium of approximately 15% to the exchange ratio implied by the trading prices of Martin Marietta and TXI stock on December 12, 2013, the day before speculation regarding a potential sale of TXI was made public;

a premium of approximately 11% to the exchange ratio implied by the trading prices of Martin Marietta and TXI stock on January 23, 2014, the day before it was publicly reported that TXI and Martin Marietta were in advanced discussions regarding a potential merger; and

an implied value, based on the trading price of Martin Marietta stock on January 23, 2014, of \$76.42 per TXI share, representing a premium of approximately 30% to the trading price of TXI shares on December 12, 2013, the day before speculation regarding a potential sale of TXI was made public.

The TXI board also considered that the exchange ratio would result in TXI stockholders owning a favorable level of equity ownership of the combined company (approximately 31%) compared to the relative contributions of TXI and Martin Marietta to the pro forma operating results of the combined company.

Opportunity to Participate in Potential Synergies and Value Appreciation of the Combined Company. The TXI board considered the structure of the transaction as a stock-for-stock merger following which TXI's existing stockholders will continue as stockholders of the combined company and will participate in the future success of the combined company and participate in the benefits of synergies and any future

transactions that might be pursued by the combined company. The TXI board noted that Martin Marietta expects the merger to result in approximately \$70 million of annual pre-tax synergies by 2017.

Full Exploration of Strategic Alternatives. As discussed in the section entitled Background of the Merger beginning on page 37, the TXI board actively explored strategic alternatives, including soliciting indications of interest for a variety of potential transactions including an acquisition or joint venture involving TXI's California plants, an acquisition of all of TXI or a merger with TXI. The Martin Marietta transaction proposal was the only proposal received for a transaction involving the whole of TXI, and the only proposal to likely be in the best interests of TXI and its stockholders relative to the alternative of continuing to operate its business as an independent, standalone company.

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Opportunity to Receive Alternative Takeover Proposals and to Terminate the Merger Agreement with Martin Marietta in Order to Accept a Superior Proposal. The TXI board considered the terms of the merger agreement permitting TXI to respond to unsolicited alternative takeover proposals, and the other terms and conditions of the merger agreement, including:

TXI's right, subject to certain conditions, to respond to and negotiate unsolicited takeover proposals prior to the time TXI's stockholders approve the merger proposal;

the provision of the merger agreement allowing the TXI board to terminate the merger agreement in specified circumstances and upon payment of a termination fee of \$70 million, in order to enter into a binding agreement providing for a superior proposal, which amount the directors believed to be reasonable under the circumstances and taking into account the range of such termination fees in similar transactions, and the unlikelihood that a fee of such size would be a meaningful deterrent to alternative takeover proposals; and

the fact that, although rumors of a possible transaction involving TXI became public in mid-December 2013, and the transaction with Martin Marietta was publicly announced on January 28, 2014, as of January 27, 2014, the date the TXI board voted to approve the Merger Agreement (and as of [], 2014, the date of this joint proxy statement/prospectus), no person had made any inquiry or proposal regarding, or otherwise contacted TXI concerning, an acquisition or merger transaction involving TXI.

Best Alternative for Maximizing Stockholder Value. The TXI board considered that the merger would likely be more favorable to TXI's stockholders than the potential value that might result from other alternatives reasonably available to TXI, including, but not limited to, the continued operation of TXI on a standalone basis, in light of a number of factors, including the following:

the TXI board's assessment of TXI's business, assets and prospects, its competitive position and historical and projected financial performance, its short-term and long-term capital needs and costs and the nature of the industry in which TXI competes;

the strategic and other alternatives reasonably available to TXI, including the alternative of remaining a standalone public company, in light of a number of factors, and the risks and uncertainty associated with those alternatives, none of which were deemed likely to result in value to TXI stockholders that would exceed, on a present-value basis, the value of the merger consideration. In particular, the TXI board considered the significant risks and challenges inherent in TXI's standalone plans for developing and realizing the value of its assets, the capital that would be required to achieve TXI's plans, the cost of capital to TXI, and the likelihood that TXI's assets could be more successfully utilized as part of a larger organization;

the course and history of the negotiations between Martin Marietta and TXI, which resulted in a final exchange ratio of 0.70 shares of Martin Marietta common stock per share of TXI common stock,

which the TXI board believed, based on Martin Marietta's positions during such negotiations, was in the TXI board's view, the maximum merger consideration that Martin Marietta would be willing to pay for TXI;

the expectation that the increased scale and geographic and product diversity of the combined company resulting from the merger will provide a broader set of opportunities for organic and inorganic growth;

the announced intention of Martin Marietta to maintain the dividend at Martin Marietta's current rate of \$0.40 per Martin Marietta share quarterly, equivalent to \$0.28 per TXI share quarterly, compared with no cash dividend currently paid by TXI.

Receipt of Fairness Opinion from Citigroup. The TXI board considered the financial analysis presentation of Citigroup and the opinion of Citigroup that, as of January 27, 2014 and on the basis of and subject to the factors and assumptions set forth therein, the exchange ratio of 0.70 shares of Martin Marietta common stock per share of TXI common stock is fair, from a financial point of view, to the holders of TXI common stock (other than Martin Marietta and its affiliates), as more fully described in the section entitled "Opinion of TXI's Financial Advisor" beginning on page 63.

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Tax-Free Nature of the Transaction. The TXI board considered the expectation that the transaction will be generally tax-free for U.S. federal income tax purposes to TXI's stockholders.

Mitigation of Regulatory Consequences. If the merger with Martin Marietta is unable to be completed due to a failure to receive regulatory clearance, TXI would be entitled to receive a fee of \$25 million from Martin Marietta and the option to lease space at three of Martin Marietta's distribution yards in Texas.

Appointment of a Mutually Acceptable New Director to the Martin Marietta Board. Under the merger agreement, promptly following the merger, Martin Marietta will appoint to its board an individual to be mutually agreed upon by Martin Marietta and TXI (or one of TXI's current two largest stockholders designated by TXI's board) following good faith consultations between Martin Marietta and TXI (or such designee) and a determination by Martin Marietta's Nominating and Corporate Governance Committee that the proposed individual is an appropriate person to add to the Martin Marietta board.

In the course of reaching the determinations and decisions and making the recommendation described above, the TXI board considered the following risks and potentially negative factors relating to the merger agreement, the merger and the transactions contemplated thereby:

the risks and costs to TXI if the merger is not completed, including uncertainty about the effect of the proposed merger on TXI's employees, customers, potential customers, suppliers and other parties, which may impair TXI's ability to attract, retain and motivate key personnel and could cause customers, potential customers, suppliers and others to seek to change or not enter into business relationships with TXI, and the risk that the trading price of the common stock of TXI could be materially adversely affected. Reasons the transaction may not be completed include, among others, the failure of the parties to obtain the requisite approvals of TXI's stockholders and Martin Marietta's shareholders and the possibility that regulatory authorities seek to challenge the merger or to impose conditions that Martin Marietta is not required to accept (see *Regulatory Clearances Required for the Merger* beginning on page 75 and *The Merger Agreement - Conditions to Completion of the Merger* beginning on page 94 for additional information);

the merger agreement's restrictions on the conduct of TXI's business prior to the completion of the merger, generally requiring TXI to conduct its business only in the ordinary course and subject to specific limitations, which may (but are not likely to) delay or prevent TXI from undertaking business opportunities that may arise pending completion of the merger;

the possibility that, under certain circumstances under the merger agreement, TXI may be required to pay a termination fee of \$70 million, as more fully described in the section entitled *The Merger Agreement - Expenses and Termination Fees* beginning on page 96;

the risk of incurring substantial expenses related to the merger, including in connection with any litigation that may result from the announcement or pendency of the merger;

the regulatory and other approvals required in connection with the merger, including the risk that regulatory clearances may not be obtained, and the risk that the \$25 million termination fee and lease options to which TXI may be entitled in such circumstances would not be sufficient to compensate TXI for the harm it would suffer as a result;

the potential risks associated with achieving anticipated cost synergies and savings and successfully integrating TXI's business, operations and workforce with those of Martin Marietta;

the potential risk of diverting management attention and resources from the operation of TXI's business and towards completion of the merger; and

the right of Martin Marietta to receive alternative takeover proposals and to terminate the transaction in order to enter into a binding agreement providing for a superior proposal, including:

Martin Marietta's right, subject to certain conditions, to respond to and negotiate unsolicited takeover proposals prior to the time Martin Marietta's shareholders approve the share issuance proposal; and

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the provision of the merger agreement allowing the Martin Marietta board to terminate the merger agreement in specified circumstances and upon payment of a termination fee of \$140 million, in order to enter into a binding agreement providing for a superior proposal.

In addition, the TXI board was aware of and considered the interests described in the section entitled "Financial Interests of TXI Directors and Officers in the Merger" beginning on page 69.

The foregoing discussion of the information and factors considered by the TXI board is not meant to be exhaustive, but includes the material factors considered by the board. In view of the variety of factors considered in connection with its evaluation of the merger, the TXI board did not find it practicable to, and did not, quantify or otherwise assign relative weights to the specific factors considered in reaching its determination and recommendation. In addition, individual directors may have given different weights to different factors. The TXI board recommended the merger agreement and the merger based upon the totality of the information it considered.

Opinions of Martin Marietta's Financial Advisors

Martin Marietta retained J.P. Morgan, Deutsche Bank and Barclays as its financial advisors to advise the Martin Marietta board in connection with the merger. Pursuant to their engagement, Martin Marietta requested each of the Martin Marietta Financial Advisors to evaluate the fairness, from a financial point of view, to Martin Marietta of the exchange ratio in the merger. At a meeting of the Martin Marietta board on January 27, 2014, the Martin Marietta Financial Advisors presented joint materials and each rendered its respective oral opinion, subsequently confirmed in writing, that as of such date and based upon and subject to the assumptions made, procedures followed, matters and factors considered and limitations and qualifications on the review undertaken set forth in each such opinion, the exchange ratio in the merger was fair, from a financial point of view, to Martin Marietta.

Opinion of J.P. Morgan Securities LLC

The full text of the written opinion of J.P. Morgan dated January 27, 2014, which sets forth, among other things, the assumptions made, procedures followed, matters and factors considered and limitations and qualifications on the review undertaken by J.P. Morgan in rendering its opinion, is attached as Annex B to this joint proxy statement/prospectus and is incorporated into this joint proxy statement/prospectus by reference. You are urged to, and should, read the opinion carefully and in its entirety. J.P. Morgan's written opinion was addressed and directed to the Martin Marietta board in connection with its evaluation of the merger, addresses only the fairness, from a financial point of view, to Martin Marietta of the exchange ratio in the merger and does not constitute a recommendation to any shareholder of Martin Marietta as to how such shareholder should vote with respect to the share issuance or any other matter. The following is a summary of J.P. Morgan's opinion and the methodology that J.P. Morgan used to render its opinion. This summary is qualified in its entirety by reference to the full text of the opinion.

In arriving at its opinion, J.P. Morgan, among other things:

reviewed the merger agreement;

reviewed certain publicly available business and financial information concerning TXI and Martin Marietta and the industries in which they operate;

reviewed publicly available financial terms of certain precedent transactions;

compared the financial and operating performance of TXI and Martin Marietta with publicly available information concerning certain other companies it deemed relevant and reviewed the current and historical market prices of TXI common stock and Martin Marietta common stock and certain publicly traded securities of such other companies;

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reviewed certain internal financial analyses and forecasts prepared by or at the direction of the management of Martin Marietta relating to the respective businesses of Martin Marietta and TXI, including the estimated amount and timing of the cost savings and related expenses and synergies expected to result from the merger and the anticipated accelerated utilization of TXI's net operating tax losses (referred to as the Synergies), and the expected proceeds of certain anticipated non-operating real estate asset divestitures (referred to as the Real Estate Proceeds); and

performed such other financial studies and analyses and considered such other information as J.P. Morgan deemed appropriate for the purposes of its opinion.

J.P. Morgan also held discussions with certain members of the management of Martin Marietta with respect to certain aspects of the merger, and the past and current business operations of TXI and Martin Marietta, the financial condition and future prospects and operations of TXI and Martin Marietta, the effects of the merger on the financial condition and future prospects of TXI and Martin Marietta, and certain other matters J.P. Morgan believed necessary or appropriate to its inquiry.

J.P. Morgan relied upon, and assumed the accuracy and completeness of, all information that was publicly available or was furnished to or discussed with J.P. Morgan by TXI and Martin Marietta or otherwise reviewed by or for J.P. Morgan, and J.P. Morgan did not independently verify (nor has J.P. Morgan assumed responsibility or liability for independently verifying) any such information or its accuracy or completeness. J.P. Morgan did not conduct, nor was it provided with, any valuation or appraisal of any assets or liabilities, nor did J.P. Morgan evaluate the solvency of TXI or Martin Marietta under any state or federal laws relating to bankruptcy, insolvency or similar matters.

In relying on financial analyses and forecasts provided to J.P. Morgan or derived therefrom, including the Synergies and the Real Estate Proceeds, J.P. Morgan assumed that they had been reasonably prepared based on assumptions reflecting the best currently available estimates and judgments by management as to the expected future results of operations and financial condition of TXI and Martin Marietta to which such analyses or forecasts relate. J.P. Morgan expressed no view as to such analyses or forecasts (including the Synergies and the Real Estate Proceeds) or the assumptions on which they were based.

In rendering its opinion, J.P. Morgan assumed that the merger will qualify as a tax free reorganization for United States federal income tax purposes and that the merger and the other transactions contemplated by the merger agreement will be consummated as described in the merger agreement. J.P. Morgan also assumed that the representations and warranties made by Martin Marietta and TXI in the merger agreement and the related agreements are and will be true and correct in all respects material to its analysis. J.P. Morgan is not a legal, regulatory or tax expert and it relied on the assessments made by advisors to Martin Marietta with respect to such issues. J.P. Morgan further assumed that all material governmental, regulatory or other consents and approvals necessary for the consummation of the merger will be obtained without any adverse effect on TXI or Martin Marietta or on the contemplated benefits of the merger.

J.P. Morgan's opinion is necessarily based on economic, market and other conditions as in effect on, and the information made available to J.P. Morgan as of, the date of its opinion. Subsequent developments may affect J.P. Morgan's opinion, and J.P. Morgan does not have any obligation to update, revise or reaffirm such opinion. J.P. Morgan's opinion is limited to the fairness, from a financial point of view, to Martin Marietta of the exchange ratio in the merger, and J.P. Morgan has expressed no opinion as to the fairness of such exchange ratio to the holders of any class of securities, creditors or other constituencies of Martin Marietta or as to the underlying decision by Martin Marietta to engage in the merger. J.P. Morgan expressed no opinion with respect to the amount or nature of any compensation to any officers, directors or employees of any party to the merger, or any class of such persons relative

to the exchange ratio in the merger or with respect to the fairness of any such compensation. Furthermore, J.P. Morgan expressed no opinion as to the price at which TXI common stock or Martin Marietta common stock will trade at any future time.

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In the ordinary course of its businesses, J.P. Morgan and its affiliates may actively trade the debt and equity securities of Martin Marietta and TXI for their own account or for the accounts of customers and, accordingly, may at any time hold a long or short position in such securities.

The issuance of J.P. Morgan's opinion was approved by a fairness opinion committee of J.P. Morgan.

Opinion of Deutsche Bank Securities Inc.

The full text of the written opinion of Deutsche Bank dated January 27, 2014, which sets forth, among other things, the assumptions made, procedures followed, matters and factors considered and limitations and qualifications on the review undertaken by Deutsche Bank in rendering its opinion, is attached as Annex C to this joint proxy statement/prospectus and is incorporated into this joint proxy statement/prospectus statement by reference. You are urged to, and should, read the opinion carefully and in its entirety. Deutsche Bank's written opinion was addressed and directed to the Martin Marietta board in connection with its evaluation of the merger, addresses only the fairness, from a financial point of view, to Martin Marietta of the exchange ratio in the merger and does not constitute a recommendation to any shareholder of Martin Marietta as to how such shareholder should vote with respect to the share issuance or any other matter. The following is a summary of Deutsche Bank's opinion and the methodology that Deutsche Bank used to render its opinion. This summary is qualified in its entirety by reference to the full text of the opinion.

In connection with Deutsche Bank's role as financial advisor to Martin Marietta, and in arriving at its opinion, Deutsche Bank reviewed certain publicly available financial and other information concerning TXI and Martin Marietta, and certain internal analyses, financial forecasts and other information relating to TXI and Martin Marietta prepared by management of Martin Marietta. Deutsche Bank also held discussions with certain senior officers and other representatives and advisors of TXI and Martin Marietta regarding the businesses and prospects of TXI and Martin Marietta, respectively, and of Martin Marietta after giving effect to the merger, including certain cost savings, operating efficiencies, financial synergies and other strategic benefits projected by the management of Martin Marietta to result from the merger, the anticipated accelerated utilization of TXI's net operating tax losses and the proceeds of certain anticipated non-operating real estate asset divestitures. In addition, Deutsche Bank:

reviewed the reported prices and trading activity for TXI common stock and Martin Marietta common stock;

to the extent publicly available, compared certain financial and stock market information for TXI and Martin Marietta with similar information for certain other companies Deutsche Bank considered relevant whose securities are publicly traded;

to the extent publicly available, reviewed the financial terms of certain precedent business combinations;

reviewed the merger agreement and certain related documents; and

performed such other studies and analyses and considered such other factors as Deutsche Bank deemed appropriate.

Deutsche Bank did not assume responsibility for independent verification of, and did not independently verify, any information, whether publicly available or furnished to it, concerning TXI or Martin Marietta, including, without limitation, any financial information considered in connection with the rendering of its opinion. Accordingly, for purposes of its opinion, Deutsche Bank, with the knowledge and permission of the Martin Marietta board, assumed and relied upon the accuracy and completeness of all such information. Deutsche Bank did not conduct a physical inspection of any of the properties or assets, and did not prepare, obtain or review any independent evaluation or appraisal of any of the assets or liabilities (including any contingent, derivative or off-balance-sheet assets or liabilities), of TXI or Martin Marietta or any of their respective subsidiaries, nor did Deutsche Bank evaluate the solvency or fair value of TXI, Martin Marietta or any of Martin Marietta's subsidiaries under any state or federal law relating to bankruptcy, insolvency or similar

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matters. With respect to the financial forecasts, including, without limitation, the analyses and forecasts in respect of the amount and timing of the Synergies and the Real Estate Proceeds, in each case prepared by the management of Martin Marietta and used in Deutsche Bank's analyses, Deutsche Bank assumed, with the knowledge and permission of the Martin Marietta board, that such forecasts, including the Synergies and the Real Estate Proceeds, had been reasonably prepared on bases reflecting the best currently available estimates and judgments of the management of Martin Marietta as to the matters covered thereby and that such forecasts and projections will be realized in the amounts and in the time periods currently estimated by the management of Martin Marietta. In rendering its opinion, Deutsche Bank expressed no view as to the reasonableness of such forecasts and projections, including, without limitation, the Synergies and the Real Estate Proceeds, or the assumptions on which they were based. Deutsche Bank's opinion was necessarily based upon economic, market and other conditions as in effect on, and the information made available to it as of, the date of its opinion. Deutsche Bank expressly disclaimed any undertaking or obligation to advise any person of any change in any fact or matter affecting its opinion of which it becomes aware after the date of its opinion.

For purposes of rendering its opinion, Deutsche Bank assumed with the knowledge and permission of the Martin Marietta board that, in all respects material to its analysis, the representations and warranties of Martin Marietta and TXI contained in the merger agreement are true and correct. Additionally, Deutsche Bank assumed with the knowledge and permission of the Martin Marietta board that, in all respects material to its analysis, the merger will be consummated in accordance with the terms of the merger agreement, without any waiver, modification or amendment of any term, condition or agreement that would be material to its analysis. Deutsche Bank also assumed with the knowledge and permission of the Martin Marietta board that all material governmental, regulatory or other approvals and consents required in connection with the consummation of the merger will be obtained and that in connection with obtaining any necessary governmental, regulatory or other approvals and consents no restrictions, terms or conditions would be imposed that would be material to its analysis, including any divestitures by Martin Marietta or TXI. Deutsche Bank is not a legal, regulatory, tax or accounting expert and Deutsche Bank relied on the assessments made by Martin Marietta and its other advisors with respect to such issues. Deutsche Bank assumed with the knowledge and permission of the Martin Marietta board that the merger will qualify as a tax free reorganization for United States federal income tax purposes.

The Deutsche Bank opinion was approved and authorized for issuance by a Deutsche Bank fairness opinion review committee and is addressed to, and is for the use and benefit of, the Martin Marietta board in connection with and for the purpose of its evaluation of the merger and is not a recommendation to the security holders of Martin Marietta as to how they should vote with respect to the share issuance or any transactions contemplated thereby. The Deutsche Bank opinion was limited to the fairness of the exchange ratio in the merger, from a financial point of view, to Martin Marietta as of the date of its opinion and did not address any other terms of the merger, the merger agreement or any other agreement entered into in connection with the merger. Deutsche Bank was not asked to, and its opinion did not, address the fairness of the merger or any consideration paid in connection therewith, to the holders of any class of securities, creditors or other constituencies of Martin Marietta, nor did it address the fairness of the contemplated benefits of the merger. Deutsche Bank did not express any opinion as to the merits of the underlying decision by Martin Marietta to engage in the merger or the relative merits of the merger as compared to any alternative transactions or business strategies. In addition, Deutsche Bank did not express any view or opinion as to the fairness, financial or otherwise, of the amount or nature of any compensation payable to or to be received by any of the officers, directors or employees of any parties to the merger, or any class of such persons, in connection with the merger relative to the exchange ratio. Deutsche Bank's opinion did not in any manner address the prices at which TXI common stock will trade following the announcement of the merger and Martin Marietta common stock or other Martin Marietta securities will trade following the announcement or consummation of the merger.

In the ordinary course of business, Deutsche Bank and its affiliates may actively trade in the securities and other instruments and obligations of TXI, Martin Marietta and their respective affiliates for their own accounts and for the accounts of their customers. Accordingly, Deutsche Bank and its affiliates may at any time hold a long or short position in such securities, instruments and obligations.

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Opinion of Barclays Capital Inc.

The full text of the written opinion of Barclays dated January 27, 2014, which sets forth, among other things, the assumptions made, procedures followed, matters and factors considered and limitations and qualifications on the review undertaken by Barclays in rendering its opinion, is attached as Annex D to this joint proxy statement/prospectus and is incorporated into this joint proxy statement/prospectus statement by reference. You are urged to, and should, read the opinion carefully and in its entirety. Barclays' written opinion was addressed and directed to the Martin Marietta board in connection with its evaluation of the merger, addresses only the fairness, from a financial point of view, to Martin Marietta of the exchange ratio in the merger and does not constitute a recommendation to any shareholder of Martin Marietta as to how such shareholder should vote with respect to the share issuance or any other matter. The following is a summary of Barclays opinion and the methodology that Barclays used to render its opinion. This summary is qualified in its entirety by reference to the full text of the opinion.

Barclays was not requested to address, and its opinion does not in any manner address, Martin Marietta's underlying business decision to proceed with or effect the merger or the likelihood of consummation of the merger. In addition, Barclays expressed no opinion on, and its opinion does not in any manner address, the fairness of the amount or the nature of any compensation to any officers, directors or employees of any parties to the merger, or any class of such persons, relative to the exchange ratio in the merger or otherwise.

In arriving at its opinion, Barclays reviewed and analyzed, among other things:

the merger agreement and the specific terms of the merger;

publicly available information concerning Martin Marietta and TXI that Barclays believed to be relevant to its analysis, including Martin Marietta's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, Martin Marietta's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2013, June 30, 2013 and September 30, 2013, TXI's Annual Report on Form 10-K for the fiscal year ended May 31, 2013 and TXI's Quarterly Reports on Form 10-Q for the fiscal quarters ended August 31, 2013 and November 30, 2013;

financial and operating information with respect to the business, operations and prospects of Martin Marietta furnished to Barclays by Martin Marietta, including financial projections of Martin Marietta furnished to Barclays by management of Martin Marietta;

financial and operating information with respect to the business, operations and prospects of TXI furnished to Barclays by Martin Marietta, including financial projections of TXI furnished to Barclays by management of Martin Marietta;

the pro forma impact of the merger on the future financial performance of the combined company, including the Synergies and the Real Estate Proceeds;

trading history of each of the Martin Marietta common stock and the TXI common stock from January 28, 2013 to January 24, 2014 and a comparison of such trading histories with those of other companies that Barclays deemed relevant;

a comparison of the historical financial results and present financial condition of Martin Marietta and TXI with each other and with those of other companies that Barclays deemed relevant; and

the financial terms of certain precedent transactions.

In addition, Barclays had discussions with the management of Martin Marietta concerning its business, operations, assets, liabilities, financial condition and prospects and undertook such other studies, analyses and investigations as Barclays deemed appropriate.

In arriving at its opinion, Barclays assumed and relied upon the accuracy and completeness of the financial and other information used by Barclays without any independent verification of such information (and Barclays

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has not assumed responsibility or liability for any independent verification of such information) and further relied upon the assurances of the management of Martin Marietta that they are not aware of any facts or circumstances that would make such information inaccurate or misleading. With respect to the financial projections of Martin Marietta, including the financial projections of Martin Marietta furnished to Barclays by management of Martin Marietta, upon the advice of Martin Marietta, Barclays assumed that such projections were reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of Martin Marietta as to the future financial performance of Martin Marietta and that Martin Marietta will