UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 28, 2017

VULCAN MATERIALS COMPANY
(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction
of incorporation)

001-33841
(Commission
File Number)

20-8579133
(IRS Employer
Identification No.)

1200 Urban Center Drive
Birmingham, Alabama 35242
(Address of principal executive offices) (zip code)

(205) 298-3000
Registrant’s telephone number, including area code:

Not Applicable
(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:
☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
Item 8.01. Other Events.

On December 28, 2017, Vulcan Materials Company (the “Company”) issued a press release announcing the results of its cash tender offer to purchase any and all of its 7.50% Senior Notes due 2021 (the “Notes”) which expired at 5:00 p.m., New York City time, on December 22, 2017 (the “Expiration Date”).

According to D.F. King & Co, Inc., the tender and information agent for the tender offer, $564,889,000 aggregate principal amount of the Notes were validly tendered prior to or at the Expiration Date and not validly withdrawn, and the Company has accepted for purchase all such Notes.

As previously announced, the Company will redeem on January 17, 2018 the $35,111,000 aggregate principal amount of the Notes that remain outstanding. Holders of such Notes will receive the “make-whole” redemption price based on the redemption spread of 50 basis points over the yield of the applicable U.S. Treasury Security, plus accrued and unpaid interest to the date of redemption.

A copy of the press release announcing the results of the tender offer is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Description</th>
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<tr>
<td>99.1</td>
<td>Press release dated December 28, 2017</td>
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VULCAN MATERIALS COMPANY

Date: December 28, 2017

By: /s/ Jerry F. Perkins Jr.

Name: Jerry F. Perkins Jr.
Title: General Counsel and Secretary
VULCAN MATERIALS COMPANY ANNOUNCES RESULTS OF TENDER OFFER FOR ANY AND ALL OF ITS 7.50% NOTES DUE 2021

BIRMINGHAM, Ala., December 28, 2017—Vulcan Materials Company (NYSE: VMC) (the “Company”) announced today the results of the previously announced cash tender offer for any and all of its 7.50% Notes due 2021 (the “Notes”) which expired at 5:00 p.m., New York City time, on December 22, 2017 (the “Expiration Date”).

According to D.F. King & Co., Inc., the tender and information agent for the tender offer, $564,889,000 aggregate principal amount of the Notes were validly tendered prior to or at the Expiration Date and not validly withdrawn, and the Company has accepted for purchase all such Notes. The Company expects the payment for the purchased Notes to be made today, December 28, 2017.

As previously announced, the Company will redeem on January 17, 2018 the $35,111,000 aggregate principal amount of the Notes that remain outstanding. Holders of such Notes will receive the “make-whole” redemption price based on the redemption spread of 50 basis points over the yield of the applicable U.S. Treasury Security, plus accrued and unpaid interest to the date of redemption.

Use of Forward-Looking Statements

This news release may contain “forward-looking statements” as defined in the U.S. Private Securities Litigation Reform Act of 1995. Readers are cautioned not to place undue reliance on these forward-looking statements and any such forward-looking statements are qualified in their entirety by reference to the following cautionary statements. All forward-looking statements speak only as of the date of this news release and are based on current expectations and involve a number of assumptions, risks and uncertainties that could cause the actual results to differ materially from such forward-looking statements. Statements that include words such as “anticipate,” “if,” “believe,” “plan,” “estimate,” “expect,” “intend,” “may,” “could,” “should,” “will,” and other similar expressions are forward-looking statements. Such forward-looking statements are inherently uncertain, and security holders must recognize that actual results may differ from expectations. Readers are strongly encouraged to read the full cautionary statements contained in Vulcan Materials Company filings with the SEC. Vulcan Materials Company disclaims any obligation to update or revise any forward-looking statements.
Vulcan Materials Company, a member of the S&P 500 index with headquarters in Birmingham, Alabama, is the nation’s largest producer of construction aggregates and a major producer of other construction materials—primarily crushed stone, sand and gravel—and a major producer of aggregates-based construction materials, including asphalt and ready-mixed concrete. For additional information about Vulcan, go to www.vulcanmaterials.com.  

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