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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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**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 18, 2017**

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**VULCAN MATERIALS COMPANY**

(Exact name of registrant as specified in its charter)

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**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)

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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. ☐

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**Item 8.01. Other Events.**

On December 18, 2017, Vulcan Materials Company (the “Company”) issued a press release announcing that the Company has commenced a cash tender offer to purchase any and all of its 7.50% Senior Notes due 2021.

A copy of the press release, which summarizes the basic terms of the Company’s offer to purchase, is attached hereto as Exhibit 99.1.

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

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#"><u>Press release dated December 18, 2017.</u></a>

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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 18, 2017

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

**FOR IMMEDIATE RELEASE**

Investor Contact: Mark Warren (205) 298-3220

Media Contact: David Donaldson (205) 298-3220

**VULCAN MATERIALS COMPANY COMMENCES TENDER OFFER  
FOR ANY AND ALL OF ITS 7.50% NOTES DUE 2021**

BIRMINGHAM, Ala., December 18, 2017 – Vulcan Materials Company (NYSE:VMC) (the “Company”) announced today that it has commenced a cash tender offer for any and all of its 7.50% Notes due 2021 (the “Notes”). The tender offer is being made on the terms and subject to the conditions set forth in the offer to purchase dated December 18, 2017 and the related letter of transmittal and notice of guaranteed delivery.

The tender offer will expire at 5:00 p.m., New York City time, on December 22, 2017, unless extended or earlier terminated as described in the offer to purchase (such time and date, as they may be extended, the “Expiration Time”). Holders of the Notes who validly tender (and do not validly withdraw) their notes prior to the Expiration Time, or who deliver to the tender and information agent a properly completed and duly executed notice of guaranteed delivery in accordance with the instructions described in the offer to purchase and who deliver Notes in accordance with such notice, will be eligible to receive in cash the Notes Consideration described below.

<u>Notes</u>	<u>CUSIP Number/ISIN</u>	<u>Principal Amount Outstanding</u>	<u>U.S. Treasury Reference Security</u>	<u>Bloomberg Reference Page</u>	<u>Fixed Spread</u>
7.50% Senior Notes due 2021	CUSIP No. 929160 AR0 ISIN US929160AR05	\$600,000,000	1.875% due 12/15/2020	FIT1	+35 bps

The “Notes Consideration” for each \$1,000 principal amount of the Notes validly tendered and accepted for purchase pursuant to the tender offer will be determined by the dealer manager for the tender offer in the manner described in the offer to purchase by reference to the Fixed Spread for the Notes specified in the table above plus the yield based on the bid-side price of the U.S. Treasury Reference Security specified in the table above at 11:00 a.m., New York City time, on December 22, 2017, unless extended or the tender offer is earlier terminated. Later today, the Company will issue a notice of redemption to the holders of the Notes to redeem any and all Notes that remain outstanding after the completion of the tender offer. Holders whose Notes are not repurchased in the tender offer will instead 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 of January 17, 2018.

Holdes will also receive accrued and unpaid interest on the Notes validly tendered and accepted for purchase from the December 15, 2017 interest payment date up to, but not including, the date the Company makes payment for such Notes, which date is anticipated to be December 28, 2017 (the "Settlement Date"). Tendered notes may be withdrawn at any time at or prior to the earlier of (i) the Expiration Time, and (ii) if the tender offer is extended, the 10th business day after commencement of the tender offer; provided, however, that if the Company is required by law to permit withdrawal, then previously tendered Notes may be validly withdrawn to the extent required. In addition, tendered Notes may be withdrawn at any time after the 60th business day after the commencement of the tender offer if for any reason the offer has not been consummated within 60 business days after commencement of the tender offer. The Company reserves the right to terminate, withdraw or amend the tender offer at any time, subject to applicable law. The tender offer is subject to the satisfaction or waiver of certain conditions described in the offer to purchase.

The Company has engaged BofA Merrill Lynch to act as dealer manager in connection with the tender offer, and has appointed D.F. King & Co. ("D.F. King") to serve as the tender and information agent for the tender offer.

For additional information regarding the terms of the tender offer, please contact BofA Merrill Lynch at 888-292-0070 (toll-free) or 980-388-3646 (collect). Questions regarding the tender offer should be directed to D.F. King at 212-269-5550 (banks and brokers) or 877-361-7972 (all others).

The complete terms and conditions of the tender offer are described in the offer to purchase and the related letter of transmittal and notice of guaranteed delivery. These documents are available at <http://www.dfking.com/vmc> and may also be obtained by contacting D.F. King by telephone.

None of the Company, the dealer manager, D.F. King or the trustee for the Notes, or any of their respective affiliates, is making any recommendation as to whether holders should tender any Notes in response to the tender offer. Holders must make their own decision as to whether to tender any of their Notes and, if so, the principal amount of Notes to tender.

This announcement is not an offer to purchase or a solicitation of an offer to sell any securities and shall not constitute a notice of redemption under the indenture governing the Notes. The tender offer is being made solely by means of the offer to purchase and the related letter of transmittal and notice of guaranteed delivery.

#### **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.

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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](http://www.vulcanmaterials.com).

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