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

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 obligations 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 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. ☐
On September 29, 2017, Vulcan Materials Company (the “Company”) issued a press release in response to an announcement by Polaris Materials Corporation (TSX:PLS) that Polaris has terminated its previously announced agreement to be acquired by the Company and paid the Company a termination fee of C$10 million. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

<table>
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<tr>
<th>Exhibit No.</th>
<th>Description</th>
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<tr>
<td>99.1</td>
<td>Press Release dated September 29, 2017</td>
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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

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

Date: September 29, 2017
FOR IMMEDIATE RELEASE

Investor Contact: Mark Warren (205) 298-3220
Media Contact: Atishan Roach (205) 298-3220

VULCAN ANNOUNCES TERMINATION OF AGREEMENT BETWEEN VULCAN AND POLARIS MATERIALS CORPORATION

Birmingham, Alabama – September 29, 2017 – Vulcan Materials Company (NYSE:VMC), the nation’s largest producer of construction aggregates, issued the following comment in response to today’s announcement by Polaris Materials Corporation (TSX:PLS) that Polaris has terminated its previously announced agreement to be acquired by Vulcan. Polaris indicated it has terminated the agreement because its Board of Directors has accepted a Superior Proposal as defined in the agreement with Vulcan.

“Vulcan is a disciplined buyer, and we believe that our prior agreement to acquire Polaris for C$2.79 per share represented full and fair value for the company,” said Vulcan’s Chairman and Chief Executive Officer Tom Hill. “Vulcan remains well positioned for long-term growth and we look forward to continuing to seek opportunities to further enhance shareholder value.”

Vulcan noted that under the terms of its agreement with Polaris, Vulcan has received a C$10 million termination fee from Polaris.

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. For additional information about Vulcan, go to www.vulcanmaterials.com.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of applicable federal securities laws that are based upon our current expectations and assumptions concerning future events, which are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated. Statements that are not historical fact, including statements about Vulcan’s beliefs and expectations, are forward-looking statements. Important factors that could cause our actual results to be materially different from our expectations include, among others, (i) the risk that Vulcan is unsuccessful in implementing its strategy and business plan, (ii) the risk that Vulcan is unable to react to and address key business and regulatory issues, and (iii) other risks, assumptions and uncertainties detailed from time to time in Vulcan’s SEC reports, including Vulcan’s latest Annual Report on Form 10-K for the year ended December 31, 2016. Accordingly, you should not place undue reliance on the forward-looking statements contained in this press release. Forward-looking statements speak only as of the date hereof, and Vulcan assumes no obligation to update such statements except as required by law.

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