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 22, 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 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. ☐
Item 8.01 Other Events.

On December 22, 2017, Vulcan Materials Company (the “Company”) issued a press release announcing that it has reached an agreement with the Department of Justice that will allow the Company to complete its proposed acquisition of Aggregates USA, LLC (“Aggregates USA”), and that the Company has entered into a definitive agreement with Blue Water Industries LLC (“Blue Water”), under which Blue Water will acquire Aggregates USA’s Tennessee assets and an aggregates quarry in Abingdon, VA for $290 million. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>99.1</td>
<td>Press Release dated December 22, 2017</td>
</tr>
</tbody>
</table>
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 22, 2017

By: /s/ Jerry F. Perkins Jr.

Name: Jerry F. Perkins Jr.
Title: General Counsel & Secretary
December 22, 2017
FOR IMMEDIATE RELEASE
Investor Contact: Mark Warren (205) 298-3220
Media Contact: David Donaldson (205) 298-3220

VULCAN MATERIALS REACHES AGREEMENT WITH U.S. DEPARTMENT OF JUSTICE, CLEARS PATH FOR ACQUISITION OF AGGREGATES USA

Birmingham, Alabama – December 22, 2017 — Vulcan Materials Company (NYSE: VMC) (“Vulcan” or “the Company”), the nation’s largest producer of construction aggregates, today announced that it has reached an agreement with the Department of Justice (“DOJ”) that will allow the Company to complete its proposed acquisition of Aggregates USA, LLC. In connection with this agreement, the DOJ has terminated the waiting period applicable to the acquisition under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. The agreement with the DOJ is subject to final approval by the federal court in the District of Columbia, but the parties are free to close their acquisition pending the approval.

“We appreciate the Department of Justice’s thorough review and approval, and are pleased with this outcome,” said Vulcan’s Chairman and Chief Executive Officer Tom Hill. “We look forward to closing our acquisition of Aggregates USA, LLC, which will give Vulcan access to high quality, strategic assets in key southeastern U.S. markets.”

Under the terms of the agreement with the DOJ, Vulcan will divest Aggregates USA’s Tennessee assets and an aggregates quarry in Abingdon, VA. Vulcan will retain all of the Aggregates USA assets in Georgia, Florida and South Carolina. The Company also announced that it has entered into a definitive agreement with Blue Water Industries LLC (“Blue Water”), under which Blue Water will acquire the required divestitures in Tennessee and Abingdon, VA for $290 million. Vulcan’s transaction with Blue Water, and its acquisition of Aggregates USA, are expected to close on December 29, 2017.

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 the acquisition does not close or that there are changes in the anticipated timing for closing the acquisition, (ii) business disruption during the pendency of or following the acquisition, including diversion of management time, (iii) the risk that Vulcan is unsuccessful in implementing its strategy and business plan, (iv) the risk that Vulcan is unable to react to and address key business and regulatory issues, and (v) 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. There can be no assurance that the acquisition described above will be consummated. Forward-looking statements speak only as of the date hereof, and Vulcan assumes no obligation to update such statements except as required by law.
About Vulcan Materials

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—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.

###