UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): August 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 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 August 28, 2017, Vulcan Materials Company issued a press release announcing that it has reached a definitive agreement to acquire Polaris Materials Corporation (TSX:PLS), an aggregates and logistics company, which serves key California markets from strategically situated operations in British Columbia. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<table>
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<tr>
<th>Exhibit No.</th>
<th>Description</th>
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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

Date: August 28, 2017

By: /s/ Jerry F. Perkins Jr.

Name: Jerry F. Perkins Jr.
Title: General Counsel & Secretary
Birmingham, Alabama – August 28, 2017 – Vulcan Materials Company (NYSE: VMC), the nation’s largest producer of construction aggregates, today announced that it has reached a definitive agreement to acquire Polaris Materials Corporation (TSX: PLS), an aggregates and logistics company, which serves key California markets from strategically situated operations in British Columbia. The Polaris business includes a high capacity aggregates processing plant and deep water port on Vancouver Island along with associated long term aggregate reserves and five distribution yard outlets in the San Francisco Bay Area and in Long Beach, California.

“We are very pleased to have reached agreement to acquire Polaris Materials, which is expected to further enhance our ability to serve major California markets,” said Vulcan’s Chairman and Chief Executive Officer Tom Hill. “With this acquisition, we are continuing to build on our industry-leading position in the state of California. Polaris has assembled high quality aggregate reserves that will further expand our product offerings, particularly for certain concrete applications, as well as our geographic coverage in markets in the San Francisco and Los Angeles metro areas. This acquisition will enhance our logistics capabilities with the ship delivery of aggregate products and provide Vulcan with a platform for future distribution outlet opportunities along the Pacific Coast. The acquisition is especially timely given California’s recent passage of SB1, which will provide $52 billion for key transportation infrastructure projects over the next ten years, in addition to passage of local ballot measures that add more than $1 billion annually for infrastructure projects in key growth markets that we serve.”

The transaction will be subject to approval by Polaris Materials’ securityholders, approval by the Supreme Court of British Columbia, and other customary closing conditions. Subject to obtaining the required approvals, the transaction is expected to complete in the fourth quarter of 2017.

Polaris Materials Corporation, headquartered in Vancouver, British Columbia, is a supplier of high quality construction aggregates to major coastal markets in California and British Columbia. The Company has developed an integrated logistical chain of mineral resources, receiving port terminals and cost effective, contracted shipping that allows it to meet the need for replacement aggregate sources in markets where local resources are depleting and marine imported aggregates offer an increasingly viable alternative.
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 does not receive or satisfy regulatory or other approvals and conditions on a timely basis or approvals are subject to conditions that are not anticipated, (ii) modifications to the terms of the acquisition may be required in order to obtain or satisfy such approvals or conditions, (iii) the risk that the acquisition does not close or that there are changes in the anticipated timing for closing the acquisition, (iv) business disruption during the pendency of or following the acquisition, including diversion of management time, (v) the risk that Vulcan is unsuccessful in implementing its strategy and business plan, (vi) the risk that Vulcan is unable to react to and address key business and regulatory issues, and (vii) 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.

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