VULCAN MATERIALS CO

FORM 8-K
(Current report filing)

Filed 03/30/15 for the Period Ending 03/30/15

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
SIC Code 1400 - Mining & Quarrying of Nonmetallic Minerals (No Fuels)
Industry Construction - Raw Materials
Sector Capital Goods
Fiscal Year 12/31
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): March 30, 2015

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))
Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 30, 2015, Danny R. Shepherd, Vice Chairman of Vulcan Materials Company (the “Company”) retired from such position with the Company effective April 1, 2015. Also on March 30, 2015, the Company entered into a consulting agreement with Mr. Shepherd in connection with his retirement. Under the agreement, which has a term of two years commencing April 1, 2015, Mr. Shepherd will receive: (i) $20,000 per month to provide consulting services to the Company; and (ii) at the time such payments are typically made in 2016, a pro rata payment for his participation in the Company’s Management Incentive Plan in 2015. Mr. Shepherd’s consulting services are also subject to various restrictive covenants, including those related to confidentiality, non-competition and non-solicitation.

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 March 30, 2015 announcing retirement of Danny Shepherd</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

Date: March 30, 2015

By: /s/ Michael R. Mills
Name: Michael R. Mills
Title: Sr. Vice President and General Counsel
VULCAN MATERIALS COMPANY ANNOUNCES RETIREMENT OF VICE CHAIRMAN DANNY R. SHEPHERD


Mr. Shepherd joined Vulcan Materials in 1973, after graduating from Georgia Tech with a degree in Management. He worked his way through numerous assignments before becoming vice president and general manager for Georgia in 1989. Danny left the Company in 1993 to help build a leading North American lime and limestone business, ultimately serving as president of Global Stone Corporation.

Danny rejoined Vulcan in 2002 as president of the Company’s Southeast Division. Prior to becoming vice chairman in 2013, he served as executive vice president and chief operating officer.

“Danny has been a leader among leaders for many years at Vulcan and in our industry, providing invaluable guidance, counsel and management expertise. He will be greatly missed,” said Don James, Chairman of the Board.

Tom Hill, President and Chief Executive Officer said, “Danny is a mentor and friend to me and many people throughout the Company. He is a highly respected leader in the industry and has been very instrumental in the recent successful transition to our new senior management team. He will be missed by everyone, as a day-to-day leader; however, he has agreed to accept a role as a principal advisor to the senior management team. We are very grateful that Danny will continue to offer advice and counsel to the Company.”

Vulcan Materials Company, a member of the S&P 500 index, is the nation’s largest producer of construction aggregates and a major producer of other construction materials. For additional information see www.vulcanmaterials.com.

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