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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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 11, 2004

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**LOCKHEED MARTIN CORPORATION**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of  
Incorporation)

**1-11437**  
(Commission File Number)

**52-1893632**  
(IRS Employer  
Identification No.)

**6801 Rockledge Drive, Bethesda, Maryland**  
(Address of principal executive offices)

**20817**  
(Zip Code)

**(301) 897-6000**  
(Registrant's telephone number, including area code)

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**Not Applicable**  
(Former name or address, if changed since last report)

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Item 5. Other Events and Required FD Disclosure

On March 12, 2004, Lockheed Martin Corporation and The Titan Corporation issued a press release announcing that Titan has agreed to delay until Monday, April 12, 2004, the vote of its stockholders on the pending merger with Lockheed Martin. A copy of the press release is filed as Exhibit No. 99.1 and is incorporated by reference into this report.

Lockheed Martin and Titan also announced that they have agreed to amend the merger agreement to extend the date by which either party may terminate the agreement if the merger has not been completed from March 31, 2004 to April 20, 2004, provided that the party seeking to terminate the agreement is not then in material breach of its obligations in a manner that has contributed to the failure to complete the merger by such date. The remaining terms of the merger agreement remain unchanged. A copy of the amendment is filed as Exhibit No. 99.2 and is incorporated by reference into this report.

Item 7. Financial Statements, *Pro Forma* Financial Information and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Lockheed Martin Corporation Press Release dated March 12, 2004.
99.2	Amendment No. 2 to Agreement and Plan of Merger dated March 11, 2004, by and among Lockheed Martin Corporation, LMC SUB ONE, INC., LMC LLC ONE, LLC, and The Titan Corporation.

**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.

LOCKHEED MARTIN CORPORATION

By:                     /s/ David A. Dedman                    

David A. Dedman  
Associate General Counsel  
and Assistant Secretary

March 12, 2004

**INDEX TO EXHIBITS**

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**LOCKHEED MARTIN AND TITAN ANNOUNCE DELAY OF TITAN  
STOCKHOLDERS' MEETING**

BETHESDA, MD and SAN DIEGO, CA—March 12, 2004—Lockheed Martin Corporation (NYSE: LMT) and The Titan Corporation (NYSE: TTN) announced today that Titan has agreed to delay until Monday, April 12, 2004, the vote of its stockholders on the pending merger with Lockheed Martin in order to continue the previously announced review of payments involving Titan's international consultants and the related government investigations. Titan intends to convene the meeting as scheduled at 9:30 a.m., Pacific time, on March 16, 2004 solely for the purpose of adjourning the meeting until April 12, 2004. The exact time and place of the adjourned special meeting, as well as additional information related to revised election deadlines, will be included in an amended notice of meeting and supplemental proxy materials that will be mailed to Titan stockholders as soon as they are available.

Lockheed Martin and Titan also announced that they have agreed to amend the merger agreement to extend the date by which either party may terminate the agreement if the merger has not been completed from March 31, 2004 to April 20, 2004, provided that the party seeking to terminate the agreement is not then in material breach of its obligations in a manner that has contributed to the failure to complete the merger by such date. The remaining terms of the merger agreement remain unchanged.

Headquartered in Bethesda, Md., Lockheed Martin employs about 130,000 people worldwide and is principally engaged in the research, design, development, manufacture and integration of advanced technology systems, products and services. The corporation reported 2003 sales of \$31.8 billion.

Headquartered in San Diego, The Titan Corporation is a leading provider of comprehensive information and communications systems solutions and services to the Department of Defense, intelligence agencies, and other federal government customers. As a provider of national security solutions, the company has approximately 12,000 employees and annualized sales of approximately \$2.0 billion.

**Additional Information About the Merger and Where to Find It**

Lockheed Martin and Titan have filed a proxy statement/prospectus and other relevant materials with the SEC in connection with the proposed acquisition of Titan by Lockheed Martin. On February 9, 2004, the SEC declared effective the registration statement of which these materials form a part, and the proxy

statement/prospectus was mailed on or about February 13, 2004 to the stockholders of record of Titan as of February 9, 2004. Stockholders of Titan and investors are urged to read the proxy statement/prospectus and other relevant materials before making any voting or investment decision with respect to the proposed merger because it contains important information about Lockheed Martin, Titan and the proposed merger. The amendment to the merger agreement is being filed by Lockheed Martin and Titan on Form 8-K and is incorporated by reference. The proxy statement/prospectus and other relevant materials, and any other documents filed by Lockheed Martin or Titan with the SEC, may be obtained free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov) or by contacting Georgeson Shareholder Communications, Inc. at (212) 440-9800. In addition, stockholders and investors may obtain free copies of the documents filed with the SEC by Lockheed Martin by contacting Lockheed Martin Investor Relations, 6801 Rockledge Drive, Bethesda, MD 20817, (301) 897-6598. Stockholders and investors may obtain free copies of the documents filed with the SEC by Titan by contacting Titan Investor Relations, 3033 Science Park Rd., San Diego, CA 92121, (858) 552-9848.

Lockheed Martin and Titan, and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies of Titan stockholders in connection with the proposed merger. Stockholders and investors may obtain more detailed information regarding the names, affiliations and interests of those persons in the solicitation by reading the proxy statement/prospectus.

**Forward-Looking Statements:**

*The statements contained in this release, which are not historical facts, are forward-looking statements within the meaning of the federal securities laws. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by forward-looking statements. Closing of the Titan transaction is subject to approval of Titan's stockholders, the absence of any material adverse change in Titan and other closing conditions set forth in the merger agreement. Risks and uncertainties include risks associated with the proposed merger between Lockheed Martin and Titan and other risks described in the companies' SEC filings.*

**Contact:**

[Lockheed Martin](#)

Media Contact: Tom Jurkowsky, (301) 897-6352; e-mail,

[thomas.jurkowsky@lmco.com](mailto:thomas.jurkowsky@lmco.com)

Investor Relations Contact: Jim Ryan, (301) 897-6584; e-mail,

[james.r.ryan@lmco.com](mailto:james.r.ryan@lmco.com)

Titan

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Media Contact: Wil Williams, (858) 552-9724; e-mail, [wwilliams@titan.com](mailto:wwilliams@titan.com)

Investor Relations Contact: Laura Catalino, (858) 552-9848; e-mail,  
[invest@titan.com](mailto:invest@titan.com)

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*Press releases and additional information regarding Lockheed Martin are  
available on Lockheed Martin's website:*

[www.lockheedmartin.com](http://www.lockheedmartin.com)

Press Releases and additional information regarding Titan are  
available on Titan's website:

[www.titan.com](http://www.titan.com)

AMENDMENT NO. 2 TO  
AGREEMENT AND PLAN OF MERGER

This AMENDMENT NO. 2 (this "Amendment") to Agreement and Plan of Merger dated September 15, 2003, as amended by Amendment No. 1 to Agreement and Plan of Merger dated February 6, 2004 (together with all exhibits, schedules and attachments thereto and made a part thereof, the "Agreement"), is made as of the 11th day of March 2004, by and among LOCKHEED MARTIN CORPORATION, a Maryland corporation, ("LMC"), LMC SUB ONE, INC., a Delaware corporation ("LMC Sub One"), LMC LLC ONE, LLC, a Delaware limited liability company ("LMC LLC"), and THE TITAN CORPORATION, a Delaware corporation ("Titan").

**WITNESSETH:**

WHEREAS, LMC, LMC Sub One and Titan entered into the Agreement as of September 15, 2003;

WHEREAS, as of November 18, 2003, LMC Sub One assigned all of its rights and obligations under the Agreement to LMC LLC, and LMC LLC assumed and agreed to perform and comply with all of the terms, provisions, covenants and conditions of the Agreement;

WHEREAS, on February 6, 2004, LMC, LMC Sub One, LMC LLC and Titan entered into Amendment No. 1 to Agreement and Plan of Merger; and

WHEREAS, Titan has agreed to cause the special meeting of stockholders of Titan called for the purpose of adopting the Agreement and approving the Merger to be adjourned to April 12, 2004, and in connection therewith LMC, LMC Sub One, LMC LLC and Titan desire to amend certain provisions of the Agreement, all as more fully set forth herein;

NOW, THEREFORE, in consideration of mutual covenants and agreements of the parties contained in this Amendment, the parties agree as follows:

Section 1. Definitions. Capitalized terms used in but not defined in this Amendment shall have the meanings specified in the Agreement.

Section 2. Amendment to Section 6.4. Section 6.4(a) is hereby amended by inserting the following sentence at the end of the current provision:

"Notwithstanding the foregoing, the Stockholders' Meeting, which originally was scheduled for March 16, 2004, shall be adjourned to April 12, 2004, and shall not be held prior to April 12, 2004."

Section 3. Amendment to Section 8.1. Section 8.1(d)(ii) is hereby amended by deleting the reference to “March 31, 2004” and inserting in lieu thereof “April 20, 2004”.

Section 4. Limited Amendment. Except as specifically provided in this Amendment, the Agreement shall remain in full force and effect without any other amendments or modifications. Without limiting the generality of the foregoing, this Amendment shall not limit or otherwise relieve the parties of their respective obligations under the Agreement or constitute a waiver of any rights of any of the parties.

Section 5. Governing Law. This Amendment shall be construed in accordance with and governed by the laws of the State of Delaware (without regard to the choice of law provisions thereof).

Section 6. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.

Section 7. Captions. The captions in this Amendment are included for convenience of reference only and shall be ignored in the construction or interpretation of this Amendment.

**IN WITNESS WHEREOF**, the undersigned have executed this Amendment to the Agreement as of the date first set forth above.

**LOCKHEED MARTIN CORPORATION**

By: /s/ Jeffrey D. MacLauchlan

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Jeffrey D. MacLauchlan  
Vice President, Financial Strategies

**LMC SUB ONE, INC.**

By: /s/ Jeffrey D. MacLauchlan

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Jeffrey D. MacLauchlan  
Authorized Representative

**LMC LLC ONE, LLC**

By: /s/ Jeffrey D. MacLauchlan

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Jeffrey D. MacLauchlan  
Authorized Representative



**THE TITAN CORPORATION**

By: /s/ Gene W. Ray

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Gene W. Ray  
Chairman of the Board, President  
and Chief Executive Officer