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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 8-K**

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CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 24, 2019

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**LOCKHEED MARTIN CORPORATION**

(Exact name of registrant as specified in its charter)

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

**1-11437**  
(Commission file number)

**52-1893632**  
(I.R.S. 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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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$1 par value	LMT	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company 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.

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**Item 8.01. Other Events.**

Lockheed Martin Corporation ("Lockheed Martin" or the "Company") has received notice of an unsolicited "mini-tender" offer by Peer & Peri LLC to purchase up to 10,000 shares of Lockheed Martin's common stock. Peer & Peri's offer price of \$269.00 per share is approximately 20.41% lower than the \$337.99 closing price of Lockheed Martin common stock on May 17, 2019, the last trading day before the commencement of the offer.

Lockheed Martin is not affiliated in any way with Peer & Peri, the offer, or the offer documentation. Lockheed Martin recommends against stockholders tendering shares in response to the offer, as the offer price was significantly below the market price of Lockheed Martin's common stock at the commencement of the offer and is also significantly below the current market price.

Lockheed Martin urges stockholders to obtain current market quotations for their shares, review the conditions of the mini-tender offer, consult with their brokers or financial advisors, and exercise caution with respect to the mini-tender offer.

A copy of the Company's press release recommending that stockholders reject the mini-tender offer by Peer & Peri is filed as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	<a href="#">Press Release of Lockheed Martin Corporation dated May 24, 2019</a>

**SIGNATURE**

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  
(Registrant)

Date: May 24, 2019

By: /s/ Stephen M. Piper  
Stephen M. Piper  
Vice President and Associate General Counsel



## News Release

### Lockheed Martin Recommends Stockholders Reject Mini-Tender Offer by Peer & Peri

**BETHESDA, Md.**, May 24, 2019 – Lockheed Martin Corporation [NYSE: LMT] has received notice of an unsolicited “mini-tender” offer by Peer & Peri LLC to purchase up to 10,000 shares of Lockheed Martin’s common stock. Peer & Peri’s offer price of \$269.00 per share is approximately 20.41 percent lower than the \$337.99 closing price of Lockheed Martin common stock on May 17, 2019, the last trading day before the commencement of the offer.

Lockheed Martin is not affiliated in any way with Peer & Peri, the offer, or the offer documentation. However, the rules and regulations of the Securities Exchange Act of 1934 require Lockheed Martin to publicize its position with respect to the offer. Lockheed Martin recommends against stockholders tendering shares in response to the offer, as the offer price was significantly below the market price of Lockheed Martin’s common stock at the commencement of the offer and is also significantly below the current market price.

Mini-tender offers seek to acquire less than five percent of a company’s outstanding shares, thereby avoiding many disclosure and procedural requirements under U.S. federal securities laws and the rules and regulations of the U.S. Securities and Exchange Commission (SEC). As a result, mini-tender offers do not provide investors with the same level of protections as provided by larger tender offers under the U.S. federal securities laws.

The SEC has cautioned investors about mini-tender offers, noting that “some bidders make mini-tender offers at below-market prices, hoping that they will catch investors off guard if the investors do not compare the offer price to the current market price.” The SEC’s tips for investors regarding mini-tender offers may be found at <http://www.sec.gov/investor/pubs/miniend.htm>.

Lockheed Martin urges stockholders to obtain current market quotations for their shares, review the conditions of the mini-tender offer, consult with their brokers or financial advisors, and exercise caution with respect to the mini-tender offer.

According to Peer & Peri’s offer documents received by the company, stockholders who have already tendered their shares may withdraw their shares by providing notice in the manner described in Peer & Peri’s offer documents prior to the expiration of the offer, currently scheduled to expire at 5:00 p.m., New York time, on June 20, 2019.

Lockheed Martin encourages broker-dealers and other market participants in the dissemination of the offer to review the SEC's recommendations to broker-dealers in these circumstances, which can be found on the SEC website at <http://www.sec.gov/divisions/marketreg/minitenders/sia072401.htm> and Information Memo Number 01-27 issued by the NYSE on Sept. 28, 2001, which can be found on the NYSE website at <https://www.nyse.com/publicdocs/nyse/markets/nyse/rule-interpretations/2001/01-27.pdf> regarding the dissemination of mini-tender offer materials.

Lockheed Martin requests that a copy of this news release be included with all distributions of materials relating to Peer & Peri's offer.

### **About Lockheed Martin**

Headquartered in Bethesda, Maryland, Lockheed Martin Corporation is a global security and aerospace company that employs approximately 105,000 people worldwide and is principally engaged in the research, design, development, manufacture, integration and sustainment of advanced technology systems, products and services.

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