
**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 21, 2017

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
(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)

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))

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.

Item 8.01. Other Events.

On August 21, 2017, Lockheed Martin Corporation (“Lockheed Martin”) issued a news release announcing the early results of its offer to exchange any and all of its outstanding 8.50% Debentures due 2029, 7.20% Debentures due 2036, 6.15% Notes due 2036, 5.50% Notes due 2039, 5.72% Notes due 2040, 4.85% Notes due 2041 and 4.70% Notes due 2046 (collectively, the “old notes”) for a new series of 4.09% notes due 2052 and an additional cash amount, if applicable (the “exchange offer”). Lockheed Martin also announced that the amount of outstanding old notes validly tendered and not validly withdrawn as of 5:00 p.m., New York City time, on August 18, 2017 satisfied the minimum condition of the exchange offer. A copy of the press release announcing the early results of the exchange offer is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The new notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”) or any state securities laws. Therefore, the new notes may not be offered or sold in the United States or to any U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable state securities laws.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Lockheed Martin Corporation News Release dated August 21, 2017.</u>

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

By: /s/ Stephen M. Piper

Stephen M. Piper

Vice President and Associate General Counsel

Date: August 21, 2017



News Release

**Lockheed Martin Announces Early Results and
Satisfaction of Minimum Condition of Exchange Offer**

BETHESDA, Md., August 21, 2017 – Lockheed Martin Corporation [NYSE: LMT] today announced early results of its offer to exchange any and all of its outstanding debt securities listed in the table below (the “old notes”) for a new series of 4.09% notes due 2052 (the “new notes”) and an additional cash amount, if applicable (the “exchange offer”). The approximate principal amounts of each series of old notes that have been validly tendered for exchange, as of 5:00 p.m., New York City time, on August 18, 2017 (the “early participation date”), based on information provided by the exchange agent to Lockheed Martin, are presented in the table below. These tendered old notes may not be withdrawn. The amount of outstanding old notes validly tendered and not validly withdrawn as of the early participation date, as reflected in the table below, satisfied the minimum condition of the exchange offer. As of the early participation date, the expected issue amount of the new notes will be approximately \$1.58 billion.

<u>CUSIP</u>	<u>Series</u>	<u>Aggregate Principal Amount Outstanding</u>	<u>Approximate Aggregate Principal Amount Tendered as of 08/18/17</u>
539830AK5	8.50% Debentures due 12/01/2029	\$ 194,701,000.00	\$ 11,701,000.00
539830AD1	7.20% Debentures due 05/01/2036	\$ 39,001,000.00	\$ 7,000,000.00
539830AR0	6.15% Notes due 09/01/2036	\$ 652,491,000.00	\$ 98,628,000.00
539830AU3	5.50% Notes due 11/15/2039	\$ 318,158,000.00	\$ 121,792,000.00
539830AW9	5.72% Notes due 06/01/2040	\$ 434,765,000.00	\$ 83,867,000.00
539830AZ2	4.85% Notes due 09/15/2041	\$ 600,000,000.00	\$ 361,017,000.00
539830BL2	4.70% Notes due 05/15/2046	\$2,000,000,000.00	\$ 672,383,000.00
	Total		\$ 1,356,388,000.00

Tenders submitted in the exchange offer after the early participation date of the exchange offer will be irrevocable except in the limited circumstances required by law (as determined by Lockheed Martin, subject to judgments by a court of law having jurisdiction over such matters).

The exchange offer is only made, and copies of the offering documents will only be made available, to holders of the old notes who have certified to Lockheed Martin in an eligibility letter as to certain matters, including (1) their status as “qualified institutional buyers” as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), or (2) outside the United States, their status as non-U.S. persons as defined in Regulation S under the Securities Act. The exchange offer is scheduled to expire at 12:00 midnight, New York City time, at the end of the day on September 1, 2017, unless extended.

The new notes have not been registered under the Securities Act or any state securities laws. Therefore, the new notes may not be offered or sold in the United States or to any U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable state securities laws.

This news release is not an offer to sell or a solicitation of an offer to buy any security. The exchange offer is being made solely by the offering memorandum and related letter of transmittal and only to such persons and in such jurisdictions as is permitted under applicable law.

Forward-Looking Statements

This news release contains forward-looking statements within the meaning of the federal securities laws that are based on Lockheed Martin's current expectations and assumptions. The statements in this press release regarding the planned exchange offer, the terms and conditions thereof and other statements that are not historical facts are forward-looking. These statements are subject to risks and uncertainties.

The forward-looking statements contained in this news release speak only as of the date of its filing. Except where required by applicable law, Lockheed Martin expressly disclaims a duty to provide updates to forward-looking statements after the date of this news release to reflect subsequent events, changed circumstances, changes in expectations, or the estimates and assumptions associated with them. The forward-looking statements in this news release are intended to be subject to the safe harbor protection provided by the federal securities laws.