

FORM 8-B

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

REGISTRATION OF SECURITIES OF CERTAIN SUCCESSOR ISSUERS

FILED PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934

LOCKHEED MARTIN CORPORATION
(Exact name of registrant as specified in its charter)

MARYLAND
(State or other Jurisdiction of
incorporation or organization)

52-1893632
(I.R.S. Employer
Identification No.)

6801 ROCKLEDGE DRIVE
BETHESDA, MARYLAND
(Address of principal
executive offices)

20817
(Zip Code)

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

Title of each class to be so registered	Name of each exchange on which each class is to be registered
COMMON STOCK, \$1.00 PAR VALUE	NEW YORK STOCK EXCHANGE, INC.

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

None

ITEM 1. GENERAL INFORMATION

(a) The Registrant was organized on August 29, 1994 as a corporation under the laws of the State of Maryland.

(b) The Registrant's fiscal year ends December 31.

ITEM 2. TRANSACTION OF SUCCESSION

(a) Martin Marietta Corporation, a Maryland corporation ("Martin Marietta") and Lockheed Corporation, a Delaware corporation ("Lockheed") are each predecessors of the Registrant. The common stock of Martin Marietta and the common stock of Lockheed are registered pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended.

(b) On August 29, 1994, Martin Marietta, Lockheed and the Registrant entered into an Agreement and Plan of Reorganization (as amended on February 7, 1995, the "Reorganization Agreement") providing for the combination of Martin Marietta and Lockheed. The Reorganization Agreement provides, among other things, for (a) the merger of Atlantic Sub, Inc., a Maryland corporation and wholly-owned subsidiary of the Registrant ("Atlantic Sub"), with and into Martin Marietta (the "Atlantic Sub Merger") pursuant to a Plan and Agreement of Merger, dated as of August 29, 1994, among Martin Marietta, Atlantic Sub and the Registrant and (b) the merger of Pacific Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of the Registrant ("Pacific Sub"), with and into Lockheed pursuant to a Plan and Agreement of Merger, dated as of August 29, 1994, among Lockheed, Pacific Sub and the Registrant (the "Pacific Sub Merger" and together with the Atlantic Sub Merger, the "Mergers"). Martin Marietta will be the surviving corporation in the Atlantic Sub Merger and will become a wholly-owned subsidiary of the Registrant. Lockheed will be the surviving corporation in the Pacific Sub Merger and will also become a wholly-owned subsidiary of the Registrant.

Upon consummation of the Atlantic Sub Merger, (i) each outstanding share of common stock, par value \$1.00 per share, of Martin Marietta ("Martin Marietta Common Stock") will be converted into the right to receive one share of common stock, par value \$1.00 per share, of the Registrant ("Registrant Common Stock"), (ii) each outstanding share of Series A Preferred Stock, par value \$1.00 per share, of Martin Marietta ("Martin Marietta Series A Preferred Stock") will be converted into the right to receive one share of Series A Preferred Stock, par value \$1.00 per share, of the Registrant, the terms of which are essentially the same as those of Martin Marietta Series A Preferred Stock ("Lockheed Martin Series A Preferred Stock") and (iii) any outstanding shares of Martin Marietta Common Stock owned by Lockheed or any subsidiary of Lockheed will be cancelled and cease to exist.

Upon consummation of the Pacific Sub Merger, (i) each outstanding share of common stock, par value \$1.00 per share, of Lockheed ("Lockheed Common Stock") will be converted into the right to receive 1.63 shares of Registrant Common Stock and (ii) any outstanding shares of Lockheed Common Stock owned by Martin Marietta or any subsidiary of Martin Marietta or held by Lockheed in its treasury will be cancelled and cease to exist. Fractional shares of Registrant Common Stock will not be issued in connection with the Pacific Sub Merger. Holders of Lockheed Common Stock otherwise entitled to a fractional share will be paid an amount in cash equal to the same fraction of the fair market value of a whole share of Registrant Common Stock, determined as set forth in the Reorganization Agreement.

The Mergers are subject to the terms and conditions specified in the Reorganization Agreement, including obtaining the requisite approvals of the stockholders of Martin Marietta and

Lockheed. Martin Marietta and Lockheed have scheduled meetings of their respective stockholders for March 15, 1995 for the purpose, among others, of voting on the Mergers.

ITEM 3. SECURITIES TO BE REGISTERED

As to the Registrant Common Stock to be registered hereby, (1) 750,000,000 shares are presently authorized, (2) 100 shares are presently issued and outstanding and held by Martin Marietta and 100 shares are presently issued and outstanding and held by Lockheed, and (3) none of such issued shares are held by or for the account of the Registrant. The Registrant Common Stock owned by Martin Marietta and Lockheed will be cancelled on consummation of the Mergers. It is anticipated that, after giving effect to the Mergers, approximately 200,000,000 shares of Lockheed Martin Common Stock will be outstanding and approximately 38,200,000 additional shares will be reserved for issuance upon the exercise of options assumed by Lockheed Martin and upon conversion of the Lockheed Martin Series A Preferred Stock.

ITEM 4. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

The Registrant hereby incorporates by reference the information contained under the caption "Description of Lockheed Martin Capital Stock," in the Joint Proxy Statement/Prospectus dated February 9, 1995 (the "Joint Proxy Statement/Prospectus") constituting part of the Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645).

ITEM 5. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial Statements.

Pursuant to instruction (a) of the Instructions as to Financial Statements, no financial statements are filed since the capital structure and balance sheet of the Registrant immediately after consummation of the transactions described in Item 2 will be substantially the same as those of the combined capital structures and balance sheets of Martin Marietta and Lockheed, the two predecessors of the Registrant. The unaudited pro forma combined condensed financial statements reflecting the effects of the transactions described above, as of fiscal month end September, 1994 and for the nine months then ended are presented under the caption "Unaudited Pro Forma Combined Condensed Financial Statements" and "Notes to Unaudited Pro Forma Combined Condensed Financial Statements" in the Joint Proxy Statement/Prospectus and are incorporated by reference herein.

(b) Exhibits.

- 1 (i) -- Agreement and Plan of Reorganization, dated as of August 29, 1994, among the Registrant, Martin Marietta Corporation and Lockheed Corporation, as amended as of February 7, 1995 (attached as Appendix I to the Joint Proxy Statement/Prospectus included as part of the Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- (ii) -- Plan and Agreement of Merger, dated as of August 29, 1994, among Lockheed Corporation, Pacific Sub, Inc. and the Registrant (attached as Exhibit D to Appendix I to the Joint Proxy Statement/Prospectus included as part of the Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)

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(iii) -- Plan and Agreement of Merger, dated as of August 29, 1994, among Martin Marietta Corporation, Atlantic Sub, Inc. and the Registrant (attached as Exhibit C to Appendix I to the Joint Proxy Statement/Prospectus included as part of the Registrant's Registration Statement on Form S-4 (Reg. No. 33- 57645) and incorporated herein by reference)
- 2 -- Joint Proxy Statement/Prospectus, dated February 9, 1995 (included as part of the Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 3 -- Listed below are the other exhibits required by instruction 3 of the Instructions as to Exhibits:
- 3.1 -- Charter of the Registrant (attached as Exhibit A to Appendix I to the Joint Proxy Statement/Prospectus included as part of the Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 3.2 -- By-Laws of the Registrant (attached as Exhibit B to Appendix I to the Joint Proxy Statement/Prospectus included as part of the Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 4.1 -- See Exhibits 3.1 and 3.2
- 7.1 -- Opinion of Miles & Stockbridge, a Professional Corporation, with respect to the preference upon liquidation of the Series A Preferred Stock (included as Exhibit 7.1 to the Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.1 -- Standstill Agreement, dated April 2, 1993, between Martin Marietta Corporation and General Electric Company (included as Exhibit 10.1 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.2 -- Reconfiguration Agreement, dated August 29, 1994, among Martin Marietta Corporation, the Registrant and General Electric Company (included as Exhibit 10.2 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.3 -- Amendment to the Reconfiguration Agreement, dated November 30, 1994, among Martin Marietta Corporation, the Registrant and General Electric Company (included as Exhibit 10.3 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.4 -- Agreement Containing Consent Order, dated December 22, 1994, among the Registrant, Lockheed Corporation, Martin Marietta Corporation and the Federal Trade Commission (included as Exhibit 10.4 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.5 -- Martin Marietta Corporation Financial Counseling Program for directors, officers, company presidents, and other key employees, as amended (included as Exhibit 10.6 to Registrant's Registration Statement on Form S-4 (Reg. No. 33- 57645) and incorporated herein by reference)

- 10.6 -- Martin Marietta Corporation Executive Incentive Plan, as amended (included as Exhibit 10.7 to Registrant's Registration Statement on Form S-4 (Reg. No. 33- 57645) and incorporated herein by reference)
- 10.7 -- Martin Marietta Corporation Directors Charitable Award Plan (included as Exhibit 10.8 to Registrant's Registration Statement on Form S-4 (Reg. No. 33- 57645) and incorporated herein by reference)
- 10.8 -- Martin Marietta Corporation Post-Retirement Death Benefit Plan for Senior Executives, as amended (included as Exhibit 10.9 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.9 -- Martin Marietta Corporation Deferred Compensation Plan for Selected Officers (included as Exhibit 10.10 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.10 -- Martin Marietta Corporation 1979 Stock Option Plan for Key Employees, as amended (included as Exhibit 10.11 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.11 -- Martin Marietta Corporation 1984 Stock Option Plan for Key Employees, as amended (included as Exhibit 10.12 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.12 -- Martin Marietta Corporation Amended Omnibus Securities Award Plan, as amended March 25, 1993 (included as Exhibit 10.13 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.13 -- Format of the agreements between Martin Marietta Corporation and certain officers to provide for continuity of management in the event of a change in control of Martin Marietta Corporation (included as Exhibit 10.14 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.14 -- Martin Marietta Corporation Supplemental Excess Retirement Plan, as amended (included as Exhibit 10.15 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.15 -- Martin Marietta Corporation Restricted Stock Award Plan, as amended (included as Exhibit 10.16 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.16 -- Martin Marietta Corporation Directors' Life Insurance Program (included as Exhibit 10.17 to Registrant's Registration Statement on Form S-4 (Reg. No. 33- 57645) and incorporated herein by reference)
- 10.17 -- Martin Marietta Corporation Executive Special Early Retirement Option and Plant Closing Retirement Option Plan (included as Exhibit 10.18 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.18 -- Martin Marietta Corporation Supplementary Pension Plan for Employees of Transferred GE Operations (included as Exhibit 10.19 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)

- 10.19 -- Form of employment agreement between Martin Marietta Corporation and certain officers (included as Exhibit 10.20 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.20 -- Lockheed Corporation 1992 Employee Stock Option Program (included in the Registration Statement (No. 33-49003) of Lockheed Corporation, incorporated by reference as Exhibit 10.21 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.21 -- Amendment to Lockheed Corporation 1992 Employee Stock Option Plan (included as Exhibit 10.22 to Registrant's Registration Statement on Form S-4 (Reg. No. 33- 57645) and incorporated herein by reference)
- 10.22 -- Lockheed Corporation 1986 Employee Stock Purchase Program, as amended (included as Exhibit 10.23 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.23 -- Lockheed Corporation 1982 Employee Stock Purchase Program, as amended (included as Exhibit 10.24 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.24 -- Incentive Retirement Benefit Plan for Certain Executives of Lockheed Corporation, as amended (included as Exhibit 10.25 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.25 -- Supplemental Retirement Benefit Plan for Certain Transferred Employees of Lockheed Corporation, as amended (included as Exhibit 10.26 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.26 -- Supplemental Benefit Plan of Lockheed Corporation, as amended (included as Exhibit 10.27 to Registrant's Registration Statement on Form S-4 (Reg. No. 33- 57645) and incorporated herein by reference)
- 10.27 -- Long-Term Performance Plan of Lockheed Corporation and its Subsidiaries (included as Exhibit 10.28 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.28 -- Supplemental Savings Plan of Lockheed Corporation, as amended (included as Exhibit 10.29 to Registrant's Registration Statement on Form S-4 (Reg. No. 33- 57645) and incorporated herein by reference)
- 10.29 -- Deferred Compensation Plan for Directors of Lockheed Corporation, as amended (included as Exhibit 10.30 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.30 -- Lockheed Corporation Retirement Plan for Directors, as amended (included as Exhibit 10.31 to Registrant's Registration Statement on Form S-4 (Reg. No. 33- 57645) and incorporated herein by reference)
- 10.31 -- Form of Lockheed Corporation Termination Benefits Agreement effective January 1, 1991 (included in Form 8, Amendment No. 1 to Exhibit 28 of Form 8-K dated November 5, 1990 of Lockheed Corporation, incorporated by reference as Exhibit 10.32 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)

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- 10.32 -- Trust Agreement, as amended February 3, 1995, between Lockheed Corporation and First Interstate Bank of California (included as Exhibit 10.33 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.33 -- Lockheed Corporation Directors' Deferred Compensation Plan Trust Agreement, as amended (included as Exhibit 10.34 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.34 -- Trust Agreement, dated December 22, 1994, between Lockheed Corporation and J.P. Morgan California with respect to certain employee benefit plans of Lockheed Corporation (included as Exhibit 10.35 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.35 -- Lockheed Martin Corporation 1995 Omnibus Performance Award Plan (attached as Appendix IV to the Joint Proxy Statement/Prospectus included as part of the Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 10.36 -- Lockheed Martin Marietta Corporation Directors Deferred Stock Plan (attached as Appendix V to the Joint Proxy Statement/Prospectus included as part of the Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)
- 21.1 -- Subsidiaries of the Registrant (included as Exhibit 21.1 to Registrant's Registration Statement on Form S-4 (Reg. No. 33-57645) and incorporated herein by reference)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

LOCKHEED MARTIN CORPORATION

By /s/ MARCUS C. BENNETT

Name: Marcus C. Bennett
Title: Senior Vice President and
Chief Financial Officer

Dated: March 6, 1995