

LOCKHEED MARTIN CORP  
Form 8-K  
November 29, 2012

**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) November 29, 2012**

**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.)**

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**6801 Rockledge Drive, Bethesda, Maryland**  
(Address of principal executive offices)  
**(301) 897-6000**

**20817**  
(Zip Code)

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or address, if changed since last report)

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))

**Item 8.01. Other Events.**

On November 29, 2012, Lockheed Martin Corporation ( Lockheed Martin ) issued a press release announcing early results of its offer to exchange any and all of its outstanding 7.00% Debentures due 2023 (as successor in interest to Loral Corporation), 8.375% Debentures due 2024 (as successor in interest to Loral Corporation), 7.625% Debentures due 2025 (as successor in interest to Loral Corporation), 7.75% Debentures due 2026, 8.50% Debentures due 2029, 7.20% Debentures due 2036, 6.15% Notes due 2036, 5.50% Notes due 2039 and 5.72% Notes due 2040 (collectively, the old notes ), for a new series of 4.07% notes due 2042 (the new notes ) and an additional cash payment (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 Lockheed Martin also announced that the amount of outstanding old notes validly tendered and not validly withdrawn as of 5:00 p.m., New York City time, on November 28, 2012 satisfied the minimum condition of the exchange offer. A copy of the press release announcing 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 absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Lockheed Martin Corporation Press Release dated November 29, 2012. |

**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  
Vice President & Associate General Counsel

November 29, 2012

**Exhibit Index**

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| 99.1                   | Lockheed Martin Corporation Press Release dated November 29, 2012. |