

LOCKHEED MARTIN CORP  
Form S-8 POS  
July 23, 2014

As filed with the Securities and Exchange Commission on July 23, 2014

Registration No. 333-195466

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

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**LOCKHEED MARTIN CORPORATION**

**(Exact name of registrant as specified in its charter)**

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

**52-1893632**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification Number)**

**6801 Rockledge Drive, Bethesda, Maryland**

**20817**

**(Address of principal executive offices)**

**(Zip Code)**

**(301) 897-6000**

**(Registrant's telephone number, including area code)**

**Lockheed Martin Corporation 2011 Incentive Performance Award Plan**

**(Full title of the plan)**

**Stephen M. Piper**

**Vice President and Associate General Counsel**

**Lockheed Martin Corporation**

**6801 Rockledge Drive**

**Bethesda, Maryland 20817**

**(Name and address of agent for service)**

**(301) 897-6000**

**(Telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☒

Accelerated Filer ☐

Non-Accelerated Filer ☐

Smaller Reporting Company ☐

### **EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (File No. 333-195466) filed with the Securities and Exchange Commission on April 24, 2014 is being filed solely to correct an error made in the description of Exhibit 99 included in Item 8 and in the Exhibit Index.

### **PART II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.****Exhibit**

| <b>Number</b> | <b>Exhibit Description</b>                                                                                                                                                                                                                                       |
|---------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1           | Charter of Lockheed Martin Corporation, as amended by Articles of Amendment dated April 23, 2009 (incorporated by reference to Exhibit 3.1 to Lockheed Martin Corporation's Annual Report on Form 10-K for the year ended December 31, 2010)                     |
| 4.2           | Bylaws of Lockheed Martin Corporation, as amended effective January 24, 2013 (incorporated by reference to Exhibit 3.1 to Lockheed Martin Corporation's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 28, 2013)        |
| 5             | Opinion of Stephen M. Piper, Esquire                                                                                                                                                                                                                             |
| 15            | Acknowledgment of Ernst & Young LLP, Independent Registered Public Accounting Firm                                                                                                                                                                               |
| 23.1          | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm                                                                                                                                                                                      |
| 23.2          | Consent of Stephen M. Piper, Esquire (contained in Exhibit 5 hereof)                                                                                                                                                                                             |
| 24            | Powers of Attorney                                                                                                                                                                                                                                               |
| 99            | Lockheed Martin Corporation Amended and Restated 2011 Incentive Performance Award Plan, as amended April 24, 2014 (incorporated by reference to Exhibit 10.1 to Lockheed Martin Corporation's Quarterly Report on Form 10-Q for the quarter ended June 29, 2014) |

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bethesda, State of Maryland, on this 23<sup>rd</sup> day of July 2014.

**LOCKHEED MARTIN CORPORATION**

/s/ Stephen M. Piper

**Stephen M. Piper****Vice President and Associate General  
Counsel**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <b>Signature</b>          | <b>Title</b>                                                                     | <b>Date</b>   |
|---------------------------|----------------------------------------------------------------------------------|---------------|
| *                         |                                                                                  | July 23, 2014 |
| <b>Marillyn A. Hewson</b> | Chairman, President and Chief Executive Officer<br>(Principal Executive Officer) |               |

\*

July 23, 2014

**Bruce L. Tanner**

Executive Vice President and Chief Financial  
Officer (Principal Financial Officer)

\*

July 23, 2014

**Christopher J. Gregoire**

Vice President, Controller and Chief Accounting  
Officer (Principal Accounting Officer)

This registration statement also has been signed on the date indicated by the following directors, who constitute a majority of the Board of Directors:

Daniel F. Akerson\*  
Nolan D. Archibald\*  
Rosalind G. Brewer\*  
David B. Burritt\*  
James O. Ellis, Jr.\*  
Thomas J. Falk\*

Marillyn A. Hewson\*  
Gwendolyn S. King\*  
James M. Loy\*  
Douglas H. McCorkindale\*  
Joseph W. Ralston\*  
Anne Stevens\*

\* By: /s/ Stephen M. Piper July 23, 2014  
**Stephen M. Piper**

**(Attorney-in-fact\*\*)**

\*\* By authority of Powers of Attorney previously filed with the registration statement.

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Exhibit Description**

|      |                                                                                                                                                                                                                                                                  |
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\* Previously filed