

MINERALS TECHNOLOGIES INC

Form 8-K

November 12, 2014

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 12, 2014

MINERALS TECHNOLOGIES INC.

(Exact name of registrant as specified in its charter)

Delaware	1-11430	25-1190717
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

622 Third Avenue, New York, NY	10017-6707
(Address of principal executive offices)	(Zip Code)

(212) 878-1800  
(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))



Item 5.02                      Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 12, 2014, Minerals Technologies Inc. (the "Company") issued a press release announcing that its Board of Directors (the "Board") has elected Mr. Joseph C. Breunig as a member of the Board, effective as of November 12, 2014. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

As a new member of the Board, Mr. Breunig will be entitled to the same compensation provided to each of the current non-employee members of the Board. This includes an annual retainer fee of \$145,000, comprised of \$65,000 paid in cash and \$80,000 in phantom stock units which have the economic value of one share of the Company's common stock. Under the Company's Nonfunded Deferred Compensation and Unit Award Plan for Non-Employee Directors (the "Deferred Compensation Plan"), Mr. Breunig will have the right to defer his fee, which would then be credited to his account as phantom stock units. Mr. Breunig will also be eligible to receive additional phantom stock units awarded pursuant to the Deferred Compensation Plan.

In addition, the Company has entered into an indemnification agreement with Mr. Breunig (the "Indemnification Agreement") the terms of which are consistent with those previously executed by each of the current members of the Board. The form of such Indemnification Agreement is more fully described in the Company's Current Report on Form 8-K filed on May 8, 2009, which description is incorporated by reference herein. Such description does not purport to be complete, however, and is qualified in its entirety by reference to the form of Indemnification Agreement, which is attached as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 8, 2009, and incorporated herein by reference.

There are no arrangements or understandings between Mr. Breunig and any other persons pursuant to which Mr. Breunig was elected as a director. There are no current or proposed transactions in which the Company is a participant and for which disclosure is required with respect to Mr. Breunig under Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission.

Item 8.01                      Other Events.

On November 12, 2014, the Company's Board of Directors declared a regular quarterly dividend of \$0.05 per share on the Company's common stock. The dividend is payable on December 11, 2014 to shareholders of record on November 28, 2014. A copy of the press release announcing the dividend declaration is attached hereto as Exhibit 99.2 and incorporated by reference herein.

Item 9.01                      Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release Dated November 12, 2014

99.2 Press Release Dated November 12, 2014

---

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.

MINERALS TECHNOLOGIES INC.  
(Registrant)

By: /s/ Thomas J. Meek  
Name: Thomas J. Meek  
Title: Senior Vice President, General Counsel,  
Human Resources, Secretary and Chief  
Compliance Officer

Date: November 12, 2014

---

MINERALS TECHNOLOGIES INC.

EXHIBIT INDEX

Exhibit No.	Subject Matter
99.1	Press Release dated November 12, 2014
99.2	Press Release Dated November 12, 2014