
**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): **February 21, 2013**

MINERALS TECHNOLOGIES INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-11430

(Commission File
Number)

25-1190717

(IRS Employer
Identification No.)

622 Third Avenue, New York, NY

(Address of principal executive offices)

10017-6707

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

On February 21, 2013, Minerals Technologies Inc. (the "Company") and Joseph C. Muscari, the Company's Chairman of the Board and Chief Executive Officer, entered into a Third Amendment (the "Third Amendment") to Mr. Muscari's Employment Agreement dated November 7, 2006 (the "Employment Agreement"). Pursuant to the Third Amendment, the term of Mr. Muscari's employment has been increased from six (6) years to seven (7) years, with the term ending no earlier than March 1, 2014.

The foregoing description does not purport to be complete and is qualified in its entirety by the Third Amendment to Employment Agreement, a copy of which is attached as Exhibit 10.1 and which is incorporated herein by reference.

Item 9.01 **Financial Statements and Exhibits.**

- (d) Exhibits
 - 10.1 Third Amendment to Employment Agreement, dated February 21, 2013, by and between Joseph C. Muscari and the Company
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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 and Secretary,
Chief Compliance Officer

Date: February 21, 2013

MINERALS TECHNOLOGIES INC.

EXHIBIT INDEX

Exhibit No.

Subject Matter

10.1

Press Release dated February 21, 2013

**THIRD AMENDMENT TO
EMPLOYMENT AGREEMENT**

This Third Amendment, made as of February 21, 2013, by and between Minerals Technologies Inc., a Delaware corporation (the "Employer") and Joseph C. Muscari (the "Executive").

WHEREAS, the Employer and the Executive previously entered into an employment agreement, dated November 27, 2006, which was subsequently amended by the First Amendment thereto, dated as of December 18, 2008, and the Second Amendment thereto, dated as of July 21, 2010 (as amended thereby, the "Employment Agreement"); and

WHEREAS, the Employer and the Executive now wish to amend the Employment Agreement to extend its expiration date and make certain conforming revisions in connection therewith.

NOW, THEREFORE, the Employer and the Executive hereby amend the Employment Agreement, effective February 21, 2013, as follows:

1. The second sentence of Section 1(a) is hereby amended to read as follows:

For purposes of this Agreement, "Term" shall mean a period of seven (7) years beginning on the Commencement Date and ending on the day before the seventh anniversary thereof, but not earlier than March 1, 2014.

IN WITNESS WHEREOF, the Employer and the Executive have executed and delivered this amendment effective as of the date shown above.

MINERALS TECHNOLOGIES INC.

By: /s/ Thomas J. Meek
Thomas J. Meek
Senior Vice President, General Counsel and Secretary, Chief Compliance
Officer
Date: February 21, 2013

February 21, 2013
Date

Agreed to by:

/s/ Joseph C. Muscari
Joseph C. Muscari

February 21, 2013
Date