

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): **April 23, 2009**

MINERALS TECHNOLOGIES INC.

(Exact name of registrant as specified in its charter)

Delaware

1-3295

25-1190717

(State or other jurisdiction
of incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

405 Lexington Avenue, New York, NY

10174-0002

(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 2.02 Results of Operations and Financial Condition.

On April 23, 2009 Minerals Technologies Inc. issued a press release regarding its financial performance for the first quarter of 2009. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The information in this Item 2.02 and Exhibit 99.1 shall not be deemed filed for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release dated April 23, 2009

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/ Kirk G. Forrest

Name: Kirk G. Forrest

Title: Vice President, General Counsel and
Secretary

Date: April 23, 2009

MINERALS TECHNOLOGIES INC.

EXHIBIT INDEX

Exhibit No.	Subject Matter
99.1	Press Release dated April 23, 2009

News

For Immediate Release
April 23, 2009

Contact:
Rick B. Honey
(212) 878-1831

**MINERALS TECHNOLOGIES' FIRST QUARTER
DILUTED EARNINGS PER SHARE WERE \$0.25, EXCLUDING SPECIAL ITEMS;
REPORTED EARNINGS WERE \$0.22 PER SHARE**

Highlights:

- End Market Demand below Fourth Quarter Levels
- Operating Income Down 17 Percent from Fourth Quarter 2008
- PCC Product Line Operating Income Improves Sequentially
- Widespread Uncertainty in Global Business Environment
- Strong Cash Flow from Operations
- Strong Balance Sheet

NEW YORK , April 23 -- Minerals Technologies Inc. (NYSE: MTX) today reported net income of \$4.2 million, or \$0.22 per share, for the first quarter 2009, compared with \$5.7 million, or \$0.31 per share in the fourth quarter of 2008. Excluding special items, earnings per share were \$0.25 compared with \$0.41 per share in the fourth quarter of 2008.

"Demand in our end markets -- primarily the paper, steel, construction and automotive industries -- declined further from fourth quarter levels, causing a significant drop in demand for our products. As a result, our earnings per share decreased 29 percent from the fourth quarter of 2008 and 75 percent from the first quarter of 2008," said Joseph C. Muscari, chairman and chief executive officer. "From the onset of the recession, we have taken, and continue to take, the necessary measures to manage through this worldwide recession by conserving cash and reducing costs. We have reduced our workforce by approximately 15 percent since October, shortened work weeks, reduced overtime, suspended our stock repurchase program, reduced capital investment and continued our aggressive expense reduction measures. The result was that

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even in this weak economic environment, the company still generated \$24 million in cash flow from operations and free cash flow of \$19 million in the first quarter."

During the first quarter, the company recorded a pre-tax restructuring charge of approximately \$0.5 million, which represents additional charges associated with reductions in the workforce announced in the fourth quarter of 2008.

Comparisons to Fourth Quarter 2008

The company's worldwide sales in the first quarter were \$208.3 million, a 13-percent sequential decline from the \$240.0 million reported in the fourth quarter of 2008, of which foreign exchange had an unfavorable impact on sales of approximately \$2.3 million or 1 percentage point. Operating income, excluding special items, was \$7.8 million, a 17-percent decrease from the \$9.4 million reported in the fourth quarter of 2008.

For the first quarter, worldwide sales in the company's Specialty Minerals segment, which consists of precipitated calcium carbonate (PCC) and Processed Minerals, were \$143.6 million compared with \$159.8 million in the fourth quarter of 2008, a 10-percent decrease. Both product lines in the segment experienced volume declines. Foreign exchange had an unfavorable impact on sequential sales growth for the quarter of approximately 1 percentage point. However, income from operations, excluding special items, was \$10.0 million, a 19-percent increase from the \$8.4 million recorded in the fourth quarter of 2008. This increase in profitability was due to the contractual recovery of raw material cost increases in the PCC product line and lower expenses

throughout the segment, which more than offset volume declines. The Processed Minerals product line operated at a loss for the quarter of approximately \$2 million.

Worldwide sales of PCC, which is used mainly in the manufacturing processes of the paper industry, were \$123.1 million, a 10-percent decrease from the \$137.4 million recorded in the fourth quarter of 2008. This decrease was associated primarily with lower PCC volumes caused by a worldwide decline in paper demand that resulted in both temporary and permanent paper machine shutdowns and production curtailments that continued throughout the first quarter.

Worldwide sales of Processed Minerals products were \$20.5 million, an 8-percent decline from the \$22.4 million in the fourth quarter of 2008. Processed Minerals products, which include ground calcium carbonate and talc, are used in the building materials, polymers, ceramics, paints and coatings, glass and other manufacturing industries. The decline in Processed Minerals sales,

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which represented a 4 percent decline in volumes, was due to the continued production curtailment by customers serving the already weak residential and commercial construction and automotive industries.

In the company's Refractories segment, sales in the first quarter of 2009 were \$64.7 million, a 19-percent decrease from the \$80.2 million recorded in the fourth quarter of 2008. Foreign exchange had an unfavorable impact on sales of less than 1 percentage point versus the fourth quarter of 2008. The Refractory segment, which provides products and services primarily to the worldwide steel industry, recorded an operating loss of \$1.9 million, excluding special items, for the first quarter compared with operating income of \$1.6 million in the fourth quarter of 2008. Continued lower levels of global steel production in the quarter was the primary cause of this decline, which resulted in a 17-percent decrease in refractories volumes from the fourth quarter 2008.

Year-Over-Year Comparisons

The drastic downturn in the worldwide economy that began in the fourth quarter of 2008 magnifies the decline in year-over-year comparisons of financial performance.

The company's first quarter net income of \$4.2 million, or \$0.22 per share, declined 76 percent from the \$17.2 million, or \$0.90 per share, recorded in the first quarter of 2008.

First quarter worldwide sales declined 25 percent from the \$277.5 million recorded in the same period in 2008. Foreign exchange had an unfavorable impact on sales of approximately \$14.7 million or 5 percentage points. Operating income, excluding special items, declined 73 percent from the \$28.5 million recorded in the first quarter of 2008.

First quarter worldwide sales for the Specialty Minerals segment declined 21 percent from the \$180.8 million recorded in the first quarter of 2008. Foreign exchange had an unfavorable impact on sales of approximately \$9.5 million, or 5 percentage points. Income from operations, excluding special items, declined 49 percent from the \$19.5 million recorded in the same period in 2008.

PCC sales declined 20 percent from the \$153.2 million recorded in the first quarter of 2008 on a volume decline of 18 percent. Processed Minerals products first quarter sales were down 26 percent from the \$27.6 million in the same period last year, as volumes declined 26 percent.

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Refractories segment sales in the first quarter of 2009 were 33 percent down from the \$96.7 million recorded in the same period in 2008. Foreign exchange had an unfavorable impact on sales of approximately \$5.2 million or 5 percentage points. Refractory volumes declined dramatically from the first quarter of 2008 and were in line with the reduction in steel production. The Refractory segment recorded an operating loss of \$1.9 million, excluding special items, compared to operating income of \$9.1 million in the first quarter of 2008.

"The first quarter was a continuation of the last two months of the fourth quarter -- demand for steel in North America, our most important market for refractories, was down more than 50 percent from third quarter levels; housing starts were at the lowest levels in decades; and North American paper production was down over 25 percent from prior year," said Mr. Muscari. "We will continue to effectively manage through these extraordinarily difficult and uncertain times. I am confident that because of the restructuring program the company initiated in 2007, and continued in 2008, we are on a stronger foundation than in years past. We continue to have a strong balance sheet, good cash flow, leaner operations, and we will make the necessary adjustments to maintain our competitiveness in this global recession."

Minerals Technologies will sponsor a conference call tomorrow, April 24, 2009 at 11 a.m. The conference call will be broadcast live on the company web site: www.mineralstech.com.

This press release may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, which describe or are based on current expectations. Actual results may differ materially from these expectations. In addition, any statements that are not historical fact (including statements containing the words "believes," "plans," "anticipates," "expects," "estimates," and similar expressions) should also be considered to be forward-looking statements. The company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise. Forward-looking statements in this document should be evaluated together with the many uncertainties that affect our businesses, particularly those mentioned in the risk factors and other cautionary statements in our 2008 Annual Report on Form 10-K and in our other reports filed with the Securities and Exchange Commission.

For further information about Minerals Technologies Inc. look on the internet at <http://www.mineralstech.com>.

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CONSOLIDATED STATEMENTS OF OPERATIONS
MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
(in thousands, except per share data)
(unaudited)

	Quarter Ended			% Growth	
	Mar 29, 2009	Dec 31, 2008	Mar 30, 2008	Prior Year	Prior Qtr.
Net sales	\$ 208,259	\$ 239,981	\$ 277,520	(25)%	(13)%
Cost of goods sold	<u>175,015</u>	<u>201,959</u>	<u>216,785</u>	(19)%	(13)%
Production margin	33,244	38,022	60,735	(45)%	(13)%
Marketing and administrative expenses	20,546	23,218	26,040	(21)%	(12)%
Research and development expenses	4,861	5,485	6,120	(21)%	(11)%
Restructuring and other charges	549	6,021	1,432	(62)%	(91)%
Impairment of assets	<u>0</u>	<u>209</u>	<u>0</u>	*	*
Income from operations	7,288	3,089	27,143	(73)%	136%
Non-operating income (deductions) - net	<u>(255)</u>	<u>2,229</u>	<u>(1,514)</u>	(83)%	*
Income from continuing operations, before tax	7,033	5,318	25,629	(73)%	32%
Provision for taxes on income	1,952	1,152	7,945	(75)%	69%
Income from continuing operations, net of tax	5,081	4,166	17,684	(71)%	22%
Income (loss) from discontinued operations, net of tax	<u>(88)</u>	<u>2,309</u>	<u>376</u>	*	*
Consolidated net income	4,993	6,475	18,060	(72)%	(23)%
Less: Net income attributable to non-controlling interests	<u>(836)</u>	<u>(738)</u>	<u>(853)</u>	(2)%	13%
Net income attributable to Minerals Technologies Inc. (MTI)	\$ <u>4,157</u>	\$ <u>5,737</u>	\$ <u>17,207</u>	(76)%	(28)%
Weighted average number of common shares outstanding:					
Basic	18,703	18,710	19,076		
Diluted	18,724	18,756	19,179		
Earnings per share:					
Basic:					
Income from continuing operations attributable to MTI	\$ 0.23	\$ 0.19	\$ 0.88	(74)%	21%
Income (loss) from discontinued operations attributable to MTI	<u>(0.01)</u>	<u>0.12</u>	<u>0.02</u>	*	*
Net income attributable to MTI common shareholders	\$ <u>0.22</u>	\$ <u>0.31</u>	\$ <u>0.90</u>	(75)%	(29)%
Diluted:					
Income from continuing operations attributable to MTI	\$ 0.23	\$ 0.19	\$ 0.88	(74)%	21%
Income (loss) from discontinued operations attributable to MTI	<u>(0.01)</u>	<u>0.12</u>	<u>0.02</u>	*	*
Net income attributable to MTI common shareholders	\$ <u>0.22</u>	\$ <u>0.31</u>	\$ <u>0.90</u>	(75)%	(29)%
Cash dividends declared per common share	\$ <u>0.05</u>	\$ <u>0.05</u>	\$ <u>0.05</u>		

* Percentage not meaningful

MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
NOTES TO CONSOLIDATED STATEMENTS OF OPERATIONS

- 1) Sales decreased in the United States 24% in the first quarter of 2009 as compared with the first quarter of 2008. International sales decreased 26% in the first quarter 2009 as compared with the comparable period of the prior year. Sequentially, sales decreased 11% in the United States from the fourth quarter of 2008 and international sales decreased 15% from the fourth quarter of 2008.
- 2) In the third quarter of 2007, the Company initiated a plan to realign its operations as a result of an in-depth strategic review of all of its operations. Additional charges were recorded in 2008 and the first quarter 2009 associated with this realignment. The restructuring charges recorded in the first quarter of 2009, first quarter of 2008 and fourth quarter of 2008 were as follows:

	Three Months Ended		
	Mar 29, 2009	Dec 31, 2008	Mar 30, 2008
Restructuring and other costs			
Severance and other employee benefits	\$ 0.5	\$ 3.9	\$ 0.9
Pension settlement loss	0.0	2.1	0.0
Other exit costs	0.0	0.0	0.5
	\$ 0.5	\$ 6.0	\$ 1.4

As a result of the workforce reduction associated with the restructuring program and the related distribution of pension benefits, the Company recognized a pension settlement loss of \$6.8 million for the full year of 2008 related to its defined benefit plan in the U.S in accordance with SFAS 88. Approximately \$2.1 million of the pension settlement loss was recognized in the fourth quarter.

- 3) To supplement the Company's consolidated financial statements presented in accordance with GAAP, the following is a presentation of the Company's non-GAAP income (loss), excluding special items, for the first quarter 2009, first quarter 2008 and fourth quarter 2008. The Company's management believes these non-GAAP measures provide meaningful supplemental information regarding its performance as inclusion of such special items are not indicative of the ongoing operating results and thereby affect the comparability of results between periods. The Company feels inclusion of these non-GAAP measures also provides consistency in its financial reporting and facilitates investors' understanding of historic operating trends.

	Three Months Ended		
	Mar 29, 2009	Dec 31, 2008	Mar 30, 2008
Net Income attributable to MTI, as reported	\$ 4.2	\$ 5.7	\$ 17.2
Special items:			
Impairment of long-lived assets	0.0	0.2	0.0
Restructuring and other costs	0.5	6.1	1.4
Gain on sale of assets	0.0	(3.5)	0.0
Related tax effects on special items	(0.1)	(0.9)	(0.6)
Net income attributable to MTI, excluding special items	\$ 4.6	\$ 7.6	\$ 18.0
Basic earnings per share, excluding special items	\$ 0.25	\$ 0.41	\$ 0.93
Diluted earnings per share, excluding special items	\$ 0.25	\$ 0.41	\$ 0.93

- 4) During the fourth quarter of 2007, the Company exited its Synsil® Products product line and reclassified such operations as discontinued. In addition, the Company reclassified to discontinued operations its two Midwest plants located in Mt. Vernon, Indiana and Wellsville, Ohio. In 2008, the Company sold its Synsil Plants and its operations at Wellsville, Ohio. All remaining assets are classified as held for disposal as of March 29, 2009 and December 31, 2008.

The following table details selected financial information for the businesses included within discontinued operations in the Consolidated Statements of Income (millions of dollars):

	Three Months Ended		
	Mar 29, 2009	Dec 31, 2008	Mar 30, 2008
Net sales	\$ 3.3	\$ 4.5	\$ 6.3
Production margin	0.1	0.3	0.7
Total expenses	0.2	0.2	0.2
Restructuring charges (reversals)	0.0	0.0	(0.1)
Income (loss) from operations	(0.1)	0.1	0.6
Provision for taxes on income	0.0	0.0	(0.2)
Income (loss) from operations, net of tax	(0.1)	0.1	0.4
Pre-tax gains on sales of discontinued business	0.0	3.5	0.0
Provision for taxes on gains	0.0	1.3	0.0
Income (loss) from discontinued operations, net of tax	\$ (0.1)	\$ 2.3	\$ 0.4

5) The following table reflects the components of non-operating income and deductions (thousands of dollars):

	Three Months Ended		
	Mar 29, 2009	Dec 31, 2008	Mar 30, 2008
Interest income	\$ 0.8	\$ 1.3	\$ 1.1
Interest expense	(0.9)	(1.4)	(1.5)
Foreign exchange gains (losses)	0.0	2.5	(0.8)
Other deductions	(0.2)	(0.2)	(0.3)
Non-operating income (deductions), net	\$ (0.3)	\$ 2.2	\$ (1.5)

SUPPLEMENTARY DATA
MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
(millions of dollars)
(unaudited)

SALES DATA	Quarter Ended			% Growth	
	Mar 29, 2009	Dec 31, 2008	Mar 30, 2008	Prior Year	Prior Qtr.
United States	\$ 112.2	\$ 126.5	\$ 148.5	(24)%	(11)%
International	96.1	113.5	129.0	(26)%	(15)%
Net Sales	\$ 208.3	\$ 240.0	\$ 277.5	(25)%	(13)%
Paper PCC	\$ 112.5	\$ 125.5	\$ 137.9	(18)%	(10)%
Specialty PCC	10.6	11.9	15.3	(31)%	(11)%
PCC Products	\$ 123.1	\$ 137.4	\$ 153.2	(20)%	(10)%
Talc	\$ 6.6	\$ 7.4	\$ 9.2	(28)%	(11)%
Ground Calcium Carbonate	13.9	15.0	18.4	(24)%	(7)%
Processed Minerals Products	\$ 20.5	\$ 22.4	\$ 27.6	(26)%	(8)%
Specialty Minerals Segment	\$ 143.6	\$ 159.8	\$ 180.8	(21)%	(10)%
Refractory products	\$ 53.5	\$ 65.2	\$ 79.1	(32)%	(18)%
Metallurgical Products	11.2	15.0	17.6	(36)%	(25)%
Refractories Segment	\$ 64.7	\$ 80.2	\$ 96.7	(33)%	(19)%
Net Sales	\$ 208.3	\$ 240.0	\$ 277.5	(25)%	(13)%

SEGMENT OPERATING INCOME (LOSS) DATA

Specialty Minerals Segment	\$ 9.8	\$ 5.1	\$ 18.4	(47)%	92%
Refractories Segment	\$ (2.2)	\$ (1.4)	\$ 8.8	(125)%	57%
Unallocated Corporate Expenses	\$ (0.3)	\$ (0.6)	\$ (0.1)	†	(50)%
Consolidated	\$ 7.3	\$ 3.1	\$ 27.1	(73)%	135%

**SEGMENT RESTRUCTURING and
IMPAIRMENT COSTS**

Specialty Minerals Segment	\$ 0.2	\$ 3.3	\$ 1.1	(82)%	(94)%
Refractories Segment	\$ 0.3	\$ 3.0	\$ 0.3	0%	(90)%
Consolidated	\$ 0.5	\$ 6.3	\$ 1.4	(64)%	(92)%

To supplement the Company's consolidated financial statements presented in accordance with GAAP, the following is a presentation of the Company's non-GAAP operating income, excluding special items for the three-month periods ended March 29, 2009, December 31, 2008 and March 30, 2008. The Company's management believe these non-GAAP measures provide meaningful supplemental information regarding its performance as inclusion of such special items are not indicative of ongoing operating results and thereby affect the comparability of results between periods. The Company feels inclusion of these non-GAAP measures also provides consistency in its financial reporting and facilitates investors' understanding of historic operating trends.

SEGMENT OPERATING INCOME, EXCLUDING SPECIAL ITEMS	Quarter Ended			% Growth	
	Mar 29, 2009	Dec 31, 2008	Mar 30, 2008	Prior Year	Prior Qtr.
Specialty Minerals Segment	\$ 10.0	\$ 8.4	\$ 19.5	(49)%	19%
Refractories Segment	\$ (1.9)	\$ 1.6	\$ 9.1	†	†
Consolidated	\$ 7.8	\$ 9.4	\$ 28.5	(73)%	(17)%

† Percentage not meaningful

MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS

(In Thousands of Dollars)

	March 29, <u>2009*</u>	December 31, <u>2008**</u>
Current assets:		
Cash & cash equivalents	\$ 191,160	\$ 181,876
Short-term investments	10,873	9,258
Accounts receivable, net	163,909	163,475
Inventories	115,992	133,983
Prepaid expenses and other current assets	23,045	23,281
Assets held for disposal	<u>21,954</u>	<u>19,674</u>
Total current assets	526,933	531,547
Property, plant and equipment	1,313,176	1,324,230
Less accumulated depreciation	<u>901,553</u>	<u>894,637</u>
Net property, plant & equipment	411,623	429,593
Goodwill	66,071	66,414
Prepaid pension costs	500	483
Other assets and deferred charges	<u>33,903</u>	<u>39,583</u>
Total assets	\$ <u>1,039,030</u>	\$ <u>1,067,620</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities:		
Short-term debt	\$ 10,863	\$ 14,984
Current maturities of long-term debt	4,000	4,000
Accounts payable	63,258	67,393
Restructuring liabilities	5,511	6,840
Other current liabilities	50,079	56,902
Liabilities of assets held for disposal-current	<u>1,021</u>	<u>734</u>
Total current liabilities	134,732	150,853
Long-term debt	97,221	97,221
Other non-current liabilities	<u>82,064</u>	<u>84,715</u>
Total liabilities	314,017	332,789
Total MTI shareholders' equity	701,366	711,584
Noncontrolling interest	<u>23,647</u>	<u>23,247</u>
Total shareholders' equity	725,013	734,831
Total liabilities and shareholders' equity	\$ <u>1,039,030</u>	\$ <u>1,067,620</u>

* Unaudited

** Condensed from audited financial statements.