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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MINERALS TECHNOLOGIES INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

25-1190717
(I.R.S. Employer
Identification No.)

622 Third Avenue
New York, New York 10017-6707
(Address, including zip code, of principal executive offices)

Minerals Technologies Inc. 2015 Stock Award and Incentive Plan
(Full title of the plan)

Thomas J. Meek, Esq.
Senior Vice President, General Counsel, Secretary
and Chief Compliance Officer
622 Third Avenue
New York, New York 10017-6707
(Name and address of agent for service)

(212) 878-1800
(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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
filer

Accelerated

Non-accelerated filer
reporting company

Smaller

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, par value \$0.10 per share	<u>1,300,000</u> (3)	\$53.83	\$69,979,000	\$7,634.71

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, par value \$0.10 per share (“Common Stock”), of Minerals Technologies Inc. (the “Company”) which become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Company’s receipt of consideration, which results in an increase in the number of the outstanding shares of Company’s Common Stock.

(2) Pursuant to paragraphs (c) and (h) of Rule 457 of the Securities Act, the proposed maximum offering price per share is estimated solely for the purpose of determining the registration fee and is based upon the average of the high and low prices per share of the Company’s Common Stock reported on the New York Stock Exchange on October 29, 2020.

(3) Represents additional shares of Common Stock reserved for issuance under the Company’s 2015 Stock Award and Incentive Plan (the “2015 Plan”).

This Registration Statement shall become effective upon filing in accordance with Rule 462(a) under the Securities Act.

INCORPORATION OF DOCUMENTS BY REFERENCE TO PRIOR REGISTRATION STATEMENT

This Registration Statement is filed for the purpose of registering 1,300,000 additional shares of common stock, par value \$0.10 per share (“Common Stock”), of Minerals Technologies Inc. (the “Registrant”) for offers or sales under the Registrant’s 2015 Stock Award and Incentive Plan, as amended and restated as of March 11, 2020 (the “Plan”). A Registration Statement on Form S-8 (No. 333-206244) that was filed with the Securities and Exchange Commission on August 7, 2015 (the “Prior Registration Statement”) relating to the Plan is effective. Accordingly, in accordance with General Instruction E to Form S-8, the Registrant hereby incorporates by reference herein the contents of the Prior Registration Statement, except as otherwise updated or modified by this registration statement.

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Company, pursuant to the Securities Exchange Act of 1934 (the “Exchange Act”), are incorporated by reference in this Registration Statement; provided, however, that the Company is not incorporating any information deemed “furnished” and not filed with the Commission:

(a) The Company’s annual report on Form 10-K (File No. 001-11430) for the year ended December 31, 2019, filed with the Commission on February 14, 2020 (the “Form 10-K”), including the information contained in the Company’s Proxy Statement filed with the Commission on March 31, 2020, as supplemented by the filings with the Commission on April 21, 2020 and April 22, 2020, for its Annual Meeting of Shareholders held on May 13, 2020, that has been incorporated by reference into the Form 10-K;

(b) The Company’s Quarterly Reports on Form 10-Q filed with the Commission on May 1, 2020, July 31, 2020, and October 30, 2020;

(c) The Company’s Current Reports on Form 8-K filed with the Commission on January 14, 2020, January 22, 2020, January 30, 2020, April 9, 2020, April 30, 2020, May 18, 2020, June 23, 2020, June 24, 2020, June 30, 2020, July 16, 2020, July 30, 2020, October 26, 2020, October 26, 2020, and October 29, 2020, and

(d) The description of the Common Stock contained in Exhibit 4.2 to the Form 10-K, and as it may be further amended in the future, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents with the Commission.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement, or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such prior statement. Any statement contained in this Registration Statement shall be deemed to be modified or superseded to the extent that a statement contained in a subsequently filed document that is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such prior statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

Exhibit Number	Exhibit
4.1(1)	Amended and Restated Certificate of Incorporation of the Company
4.2(2)	By-Laws of the Company as amended and restated effective March 13, 2018
4.3(3)	Minerals Technologies Inc. 2015 Stock Award and Incentive Plan (as amended and restated effective March 11, 2020)
5.1	Opinion of Thomas J. Meek
23.1	Consent of Thomas J. Meek (included in Exhibit 5.1)
23.2	Consent of Independent Registered Public Accounting Firm
24.1	Power of Attorney

- (1) Incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2003 (Commission File No. 001-11430) filed on March 11, 2004.
 - (2) Incorporated by reference to exhibit 3.1 filed with the Company's Current Report on Form 8-K (Commission File No. 001-11430) filed on March 19, 2018.
 - (3) Incorporated by reference to Appendix A to the Company's Supplement to Proxy Statement dated April 22, 2020 (Commission File No. 001-11430) and filed with the SEC on April 22, 2020, for its Annual Meeting of Shareholders held on May 13, 2020.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 New York, State of New York on this 30th day of October, 2020.

MINERALS TECHNOLOGIES INC.

(Company)

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Douglas T. Dietrich</u>	Chief Executive Officer and Director (Principal Executive Officer)	October 30, 2020
<u>Douglas T. Dietrich</u>		
<u>/s/ Matthew E. Garth</u>	Senior Vice President-Finance and Treasury and Chief Financial Officer (Principal Financial Officer)	October 30, 2020
<u>Matthew E. Garth</u>		
<u>/s/ Michael A. Cipolla</u>	Vice President-Controller and Chief Accounting Officer (Principal Accounting Officer)	October 30, 2020
<u>Michael A. Cipolla</u>		
<u>*</u>	Director	October 30, 2020
<u>Joseph C. Breunig</u>		
<u>*</u>	Director	October 30, 2020
<u>John J. Carmola</u>		
<u>*</u>	Director	October 30, 2020
<u>Robert L. Clark</u>		
<u>*</u>	Director	October 30, 2020
<u>Alison A. Deans</u>		
<u>*</u>	Chairman of the Board	October 30, 2020
<u>Duane R. Dunham</u>		
<u>*</u>	Director	October 30, 2020
<u>Franklin L. Feder</u>		
<u>*</u>	Director	October 30, 2020
<u>Carolyn K. Pittman</u>		
<u>*</u>	Director	October 30, 2020
<u>Marc E. Robinson</u>		
<u>*</u>	Director	October 30, 2020
<u>Donald C. Winter</u>		

October 30, 2020

* By: /s/ Thomas J. Meek
Thomas J. Meek, Attorney in Fact

Minerals Technologies Inc.
622 3rd Avenue, 38th Floor
New York, NY 10017

October 30, 2020

The Board of Directors
Minerals Technologies Inc.
622 3rd Avenue, 38th Floor
New York, NY 10017

Ladies and Gentlemen:

This opinion is rendered in connection with the registration of 1,300,000 shares of common stock (the "Common Stock"), par value \$.10 per share, of Minerals Technologies Inc. (the "Company") pursuant to a Registration Statement on Form S-8 to be filed with the Securities and Exchange Commission.

I have examined certificates of public officials, certificates of officers of the Company, originals or copies certified to my satisfaction of corporate documents and records of the Company, and other instruments and documents, all to the extent I deem relevant and necessary as a basis for my opinion. I have relied, to the extent that I deemed such reliance proper, upon such certificates with respect to the accuracy of factual matters contained therein that were not independently established. Based upon my review, I am of the opinion that all necessary corporate proceedings have been duly taken to authorize the issuance of the Common Stock covered by the Registration Statement, and all such Common Stock, upon issuance in accordance with the terms of the Minerals Technologies Inc. 2015 Stock Award and Incentive Plan, will be validly issued and outstanding, fully paid and nonassessable.

I hereby consent to the use of this opinion in the above-referenced Registration Statement on Form S-8 and to the reference to my name under the heading "Interests of Named Experts and Counsel" in such Registration Statement.

Very truly yours,

/s/ Thomas J. Meek

Thomas J. Meek
Senior Vice President, General Counsel, Secretary and Chief Compliance Officer

Consent of Independent Registered Public Accounting Firm

The Board of Directors

Minerals Technologies Inc.:

We consent to the use of our reports dated February 14, 2020, with respect to the consolidated balance sheets of Minerals Technologies Inc. as of December 31, 2019 and 2018, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes and financial statement schedule, and the effectiveness of internal control over financial reporting as of December 31, 2019, incorporated herein by reference.

KPMG LLP

New York, New York

October 30, 2020

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below under the heading "Signature" constitutes and appoints Thomas J. Meek and Douglas T. Dietrich his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign a Registration Statement in connection with the registration of 1,300,000 shares of Common Stock of the Company for issuance under the Company's 2015 Stock Award and Incentive Plan, and any or all amendments, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
_____ /s/ Joseph C. Breunig	Director	July 12, 2020
_____ Joseph C. Breunig		
_____ /s/ John J. Carmola	Director	July 11, 2020
_____ John J. Carmola		
_____ /s/ Robert L. Clark	Director	July 13, 2020
_____ Robert L. Clark		
_____ /s/ Alison A. Deans	Director	July 15, 2020
_____ Alison A. Deans		
_____ /s/ Duane R. Dunham	Chairman of the Board	July 10, 2020
_____ Duane R. Dunham		
_____ /s/ Franklin L. Feder	Director	July 10, 2020
_____ Franklin L. Feder		
_____ /s/ Carolyn K. Pittman	Director	July 13, 2020
_____ Carolyn K. Pittman		
_____ /s/ Marc E. Robinson	Director	July 24, 2020
_____ Marc E. Robinson		
_____ /s/ Donald C. Winter	Director	July 14, 2020
_____ Donald C. Winter		