

---

---

**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): **January 24, 2014**

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

<b>Delaware</b> _____ (State or other jurisdiction of incorporation)	<b>1-11430</b> _____ (Commission File Number)	<b>25-1190717</b> _____ (IRS Employer Identification No.)
<b>622 Third Avenue, New York, NY</b> _____ (Address of principal executive offices)		<b>10017-6707</b> _____ (Zip Code)
	<b>(212) 878-1800</b> _____ (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 January 28, 2014, Minerals Technologies Inc. (the "Company") issued a press release announcing that its Board of Directors (the "Board") has elected Mr. Donald C. Winter, Ph.D. as a member of the Board, effective as of February 1, 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. Winter 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. Winter will have the right to defer his fee, which would then be credited to his account as phantom stock units. Mr. Winter 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. Winter (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. Winter and any other persons pursuant to which Mr. Winter 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. Winter under Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission.

**Item 9.01                   Financial Statements and Exhibits.**

- (d) Exhibits
    - 99.1 Press Release Dated January 28, 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: January 29, 2014

---

**MINERALS TECHNOLOGIES INC.**

**EXHIBIT INDEX**

**Exhibit No.**

---

**Subject Matter**

---

99.1

Press Release dated January 28, 2014

---





For Immediate Release  
January 28, 2014

Exhibit 99.1

# News

Contact:  
Rick Honey  
(212) 878-1831

## **MINERALS TECHNOLOGIES ELECTS FORMER SECRETARY OF THE NAVY DONALD C. WINTER, Ph.D., TO ITS BOARD OF DIRECTORS**

---

NEW YORK, January 28, 2014—Minerals Technologies Inc. (NYSE: MTX) announced today that Donald C. Winter, Ph.D., who served as Secretary of the Navy from 2006 to 2009, has been elected to its Board of Directors.

"We are very fortunate to have someone of Donald Winter's leadership abilities and extensive business experience join our board," said Joseph C. Muscari, Executive Chairman of Minerals Technologies. "Not only has Dr. Winter served as leader of the country's 900,000-strong Navy and Marine Corps, he also served five years as President and Chief Executive Officer of TRW Systems. He is a strong leader who will bring to our Board a solid background in engineering, government, international expertise, manufacturing and general management."

Dr. Winter is presently an independent consultant and a Professor of Engineering Practice at the University of Michigan, where he teaches graduate level courses on Systems Engineering, Safety and Reliability, and Maritime Policy.

He served as the 74th Secretary of the Navy from January 2006 to March 2009. As Secretary of the Navy, he led America's Navy and Marine Corps Team and was responsible for an annual budget in excess of \$125 billion. Previously, Dr. Winter held multiple positions in the aerospace and defense industry as a systems engineer, program manager and corporate executive. From 2000 to 2005, he was President and CEO of TRW Systems (later Northrop Grumman Mission Systems), which he joined in 1972. TRW was a \$5 billion per-year in sales operating unit of TRW Inc., engaged in systems engineering, information technology and services addressing defense, intelligence, civil and commercial markets, with operations throughout the U. S., and overseas in the United Kingdom, Northern and Eastern Europe, the Middle East and the Pacific Rim.

From 2010 to 2012, Dr. Winter served as chair of the National Academy of Engineering Committee charged with investigating the causes of the Deepwater Horizon Blowout for the Secretary of the Interior. He continues to consult and lecture on systems safety, worldwide.

Dr. Winter received a bachelor's degree in physics from the University of Rochester, and both a masters and doctorate in physics from the University of Michigan. He is also a graduate of the University of Southern California Management Policy Institute, the UCLA Executive Program, and the Harvard University Program for Senior Executives in National and International Security. In 2002, he was elected a member of the National Academy of Engineering. In 2009, he received the Department of Defense Medal for Distinguished Public Service.

Minerals Technologies Inc. is a resource- and technology-based growth company that develops, produces and markets worldwide a broad range of specialty mineral, mineral-based and synthetic mineral products and related systems and services. The company recorded sales of \$1.01 billion in 2012.

---

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