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

SCHEDULE TO
Amendment No. 5

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

AMCOL INTERNATIONAL CORPORATION
(Name of Subject Company (Issuer))

MA ACQUISITION INC.
a wholly owned subsidiary of

MINERALS TECHNOLOGIES INC.
(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class Of Securities)

02341W103
(CUSIP Number of Class of Securities)

Thomas J. Meek, Esq.
Senior Vice President, General Counsel, Human Resources, Secretary and Chief Compliance Officer
Minerals Technologies Inc.
622 Third Avenue
New York, New York 10017-6707
(212) 878-1800

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

With copies to:

Scott A. Barshay, Esq.
Andrew R. Thompson, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

CALCULATION OF FILING FEE

Transaction Valuation(1)	Amount Of Filing Fee(2)
\$1,556,412,255	\$200,466

- (1) The transaction valuation is an estimate calculated solely for purposes of determining the amount of the filing fee. The transaction valuation was determined by multiplying (x) \$45.75 (i.e., the per share tender offer price) by (y) the sum of (a) 32,593,030, the number of shares of common stock issued and outstanding, plus (b) 936,333, the number of shares of common stock issued with respect to outstanding stock options, plus (c) 265,847, the number of shares of common stock to which stock appreciation rights were issued, plus (d) 129,300, the number of shares of common stock that were subject to restricted stock unit awards, plus (e) 95,430 phantom shares of common stock credited under a deferred compensation plan. The foregoing share figures have been provided by the issuer to the offerors and are as of March 13, 2014, the most recent practicable date.
- (2) The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for Fiscal Year 2014, issued August 30, 2013, by multiplying the transaction value by 0.00012880.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$200,466

Filing Party: Minerals Technologies Inc. and MA Acquisition Inc.

Form or Registration No.: Schedule TO

Date Filed: March 21, 2014

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 5 to the Tender Offer Statement on Schedule TO (this "**Amendment**") is filed by (i) Minerals Technologies Inc., a Delaware corporation ("**MTI**"), and (ii) MA Acquisition Inc., a Delaware corporation (the "**Purchaser**") and a wholly owned subsidiary of MTI. This Amendment amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on March 21, 2014 (together with any amendments and supplements thereto, the "Schedule TO") and relates to the offer by Purchaser to purchase all outstanding shares of common stock, par value \$0.01 per share (each a "**Share**"), of AMCOL International Corporation, a Delaware corporation ("**AMCOL**" or the "**Company**"), at a price of \$45.75 per Share, net to the seller in cash, without interest, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 21, 2014 (as it may be amended or supplemented, the "**Offer to Purchase**") and in the related Letter of Transmittal (as it may be amended or supplemented, the "**Letter of Transmittal**") and, together with the Offer to Purchase, the "**Offer**"), copies of which are attached to the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Offer to Purchase.

Items 1 through 9 and Item 11.

The Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

On May 2, 2014, Purchaser extended the Offer in accordance with the Merger Agreement until 9:00 a.m., New York City time, on May 9, 2014, unless further extended or terminated. The Offer was extended because the Regulatory Condition to the Offer was not satisfied by the previously scheduled expiration date of the Offer.

The Depositary advised that as of midnight, New York City time, at the end of the day on May 1, 2014, approximately 24,023,546 Shares had been validly tendered and not validly withdrawn pursuant to the Offer, representing approximately 73.7 percent of the currently issued and outstanding Shares. In addition, as of such time, Notices of Guaranteed Delivery had been delivered for 104,185 Shares, representing approximately 0.3 percent of the currently issued and outstanding Shares.

The press release announcing the extension of the Offer, issued by Minerals Technologies Inc. on May 2, 2014, is attached as Exhibit (a)(5)(H) hereto, and is incorporated herein by reference.

ITEM 12. EXHIBITS

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

(a)(5)(H) Press Release issued by MTI on May 2, 2014

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 2, 2014

MA ACQUISITION INC.

By: /s/ Thomas J. Meek

Name: Thomas J. Meek

Title: Senior Vice President, General Counsel

MINERALS TECHNOLOGIES INC.

By: /s/ Thomas J. Meek

Name: Thomas J. Meek

Title: Senior Vice President, General Counsel, Human Resources, Secretary and Chief Compliance Officer

EXHIBIT INDEX

(a)(5)(H) Press Release issued by MTI on May 2, 2014*

* Filed herewith.

MINERALS TECHNOLOGIES EXTENDS TENDER OFFER FOR OUTSTANDING SHARES OF AMCOL INTERNATIONAL

NEW YORK, NY—May 2, 2014—Minerals Technologies Inc. (NYSE: MTX) announced today that it has extended its tender offer to purchase all outstanding shares of AMCOL International Corporation (NYSE: ACO) for \$45.75 per share in cash. All terms and conditions of the tender offer, other than the expiration date, remain the same.

Unless extended further, the tender offer will now expire at 9:00 a.m., New York City time, on May 9, 2014. The tender offer was previously scheduled to expire at 9:00 a.m., New York City time, on May 2, 2014.

The tender offer was extended pending the expiration or early termination of the waiting period under the competition laws of Poland. Authorization by the Office of Competition and Consumer Protection in Poland is a condition to the consummation of the tender offer. On April 9, 2014, the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act expired. On April 11, 2014, Minerals Technologies and AMCOL obtained clearance from the Federal Cartel Office, the German national antitrust authority. Minerals Technologies does not anticipate any regulatory concerns.

As of 12:00 a.m. midnight at the end of the day, New York City time, on May 1, 2014, approximately 24,023,546 shares had been tendered and not withdrawn, representing approximately 73.7% of AMCOL's outstanding shares of common stock. The completion of the tender offer is subject to the tender of at least a majority of AMCOL's outstanding shares of common stock (on a fully diluted basis) and other customary closing conditions, including receipt of regulatory clearances.

As promptly as practicable following the completion of the tender offer, MTI will acquire all remaining AMCOL shares through a merger at the tender offer price.

On March 21, 2014, MTI filed with the U.S. Securities and Exchange Commission (“SEC”) a tender offer statement on Schedule TO which sets forth in detail the terms of the tender offer. Additionally, AMCOL has filed with the SEC a solicitation/recommendation statement on Schedule 14D-9 that includes the unanimous recommendation of AMCOL’s board of directors that AMCOL stockholders accept the tender offer and tender their AMCOL shares.

The information agent for the tender offer is Innisfree M&A Incorporated (the “Information Agent”). AMCOL stockholders who need additional copies of the Offer to Purchase, Letter of Transmittal or related materials or who have questions regarding the tender offer should contact the Information Agent toll-free at (888) 750-5834.

American Stock Transfer & Trust Company, LLC is acting as depositary for the tender offer. Lazard Frères & Co. LLC is acting as dealer manager for the tender offer, and Cravath, Swaine & Moore LLP is acting as legal counsel to Minerals Technologies.

About Minerals Technologies

New York-based 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 \$1.02 billion in 2013.

About AMCOL

AMCOL, headquartered in Hoffman Estates, IL., USA, produces and markets a wide range of specialty minerals and materials used for industrial, environmental and consumer-related applications. AMCOL is the parent of American Colloid Co., CETCO (Colloid Environmental Technologies Company), CETCO Oilfield Services Company and the transportation operations, Ameri-co Carriers, Inc. and Ameri-co Logistics, Inc.

NOTICE TO INVESTORS

This press release is neither an offer to purchase nor a solicitation of an offer to sell shares of AMCOL’s common stock. MTI has filed with the SEC a tender offer statement on Schedule TO regarding the tender offer described herein, and AMCOL has filed with the SEC a solicitation/recommendation statement on Schedule 14D-9 regarding such tender offer.

AMCOL's stockholders are strongly advised to read these tender offer materials carefully and in their entirety, as they may be amended from time to time, because they contain important information about such tender offer that AMCOL's stockholders should consider prior to making any decisions with respect to such tender offer. Stockholders of AMCOL may obtain a free copy of these documents at the website maintained by the SEC at www.sec.gov or by directing a request to the Information Agent at (888) 750-5834.

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements, which describe or are based on current expectations; in particular, statements relating to the company's tender offer for AMCOL. 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," "will," 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 2013 Annual Report on Form 10-K and in our other reports filed with the Securities and Exchange Commission.

Minerals Technologies Media

Brunswick Group
Steve Lipin/Lauren Odell
212-333-3810

Minerals Technologies Media & Investor Relations

Rick B. Honey
212-878-1831

Innisfree M&A Incorporated (Information Agent for the offer)

888-750-5834