

MINERALS TECHNOLOGIES INC
Form DEF 14A
April 02, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT**

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934**

Filed by the Registrant x
Filed by a Party other than the Registrant o

Check the appropriate box:

Preliminary Proxy Statement Confidential, for Use of the Commission Only
 Definitive Proxy Statement (as permitted by Rule 14a-6(e)(2))

Definitive Additional Materials
 Soliciting Material Pursuant to § 240.14a -12

Minerals Technologies Inc.
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transactions applies:

(2) Aggregate number of securities to which transactions applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

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

(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:

Notice of 2015 Annual Meeting
of Shareholders and Proxy Statement

Wednesday, May 13, 2015 at 9:00 a.m., local time
1 Highland Avenue, Conference Center, Bethlehem, Pennsylvania 18017

MINERALS TECHNOLOGIES INC.
622 THIRD AVENUE
NEW YORK, NEW YORK 10017-6707

Dear Fellow Shareholder:

You are cordially invited to attend the 2015 Annual Meeting of Shareholders of Minerals Technologies Inc. (the “Company,” “MTI,” “we,” or “us”), which will be held on Wednesday, May 13, 2015, at 9:00 a.m., at 1 Highland Avenue Conference Center, Bethlehem, Pennsylvania 18017.

At this year’s meeting, you will be asked to consider and to vote upon the election of three directors. Your Board of Directors unanimously recommends that you vote FOR the nominees.

You will also be asked to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the 2015 fiscal year. The Board continues to be satisfied with the services KPMG LLP has rendered to the Company and unanimously recommends that you vote FOR this proposal.

You will also be asked to approve, on an advisory basis, the 2014 compensation of our named executive officers as described in this Proxy Statement. Your Board of Directors unanimously recommends that you vote FOR the advisory vote approving 2014 executive compensation.

Lastly, you will also be asked to approve the 2015 Stock Award and Incentive Plan. Your Board of Directors unanimously recommends that you vote FOR this proposal.

The four items upon which you will be asked to vote are discussed more fully in the Proxy Statement. I urge you to read the Proxy Statement completely and carefully so that you can vote your interests on an informed basis.

It is anticipated that this Proxy Statement, the accompanying Proxy and the Company’s 2014 Annual Report will first be available to shareholders on or about April 2, 2015 on the web site www.proxyvote.com and, if requested, a paper copy of this Proxy Statement, the accompanying Proxy and the Company’s 2014 Annual Report will be mailed to the Company’s shareholders. A Notice of Internet Availability of Proxy Materials (the “Notice”) containing instructions on how to access this Proxy Statement, Proxy and the Company’s 2014 Annual Report and vote through the Internet, or by telephone, will be mailed to our shareholders (other than those who previously requested electronic or paper delivery) on the same date as this Proxy Statement, the accompanying Proxy and the Company’s 2014 Annual Report is first available to shareholders.

Your vote is important. Whether or not you plan to attend the meeting, we encourage you to read this Proxy Statement and submit your vote as soon as possible. For specific instructions on how to vote your shares, please refer to the instructions on the Notice you received in the mail, the section entitled “Questions and Answers About the Proxy Materials and the Annual Meeting” beginning on page 7 of this Proxy Statement, or if you requested to receive printed proxy materials, your enclosed proxy card. If you return a signed proxy without marking it, it will be voted in accordance with the Board of Directors’ recommendations. You may, of course, attend the meeting and vote in person, even if you have previously submitted a proxy.

April 2, 2015

Sincerely,

/s/ Joseph C. Muscari
Joseph C. Muscari
Chairman and Chief Executive Officer

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NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS

Minerals Technologies Inc.

NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS

May 13, 2015

The Annual Meeting of Shareholders of MINERALS TECHNOLOGIES INC., a Delaware corporation, will be held on Wednesday, May 13, 2015 at 9:00 a.m., at 1 Highland Avenue, Conference Center, Bethlehem, Pennsylvania 18017, to consider and take action on the following items:

1. the election of three directors;
2. a proposal to ratify the appointment of KPMG LLP as the independent registered public accounting firm of Minerals Technologies Inc. for the 2015 fiscal year;
3. an advisory vote to approve executive compensation;
4. a proposal to approve the 2015 Stock Award and Incentive Plan; and
5. any other business that properly comes before the meeting, either at the scheduled time or after any adjournment.

Shareholders of record as of the close of business on March 24, 2015, are entitled to notice of and to vote at the meeting.

April 2, 2015

New York, New York

By Order of the Board of Directors,

/s/ Thomas J. Meek
Thomas J. Meek
Senior Vice President, General Counsel,
Human Resources, Secretary and Chief Compliance
Officer

You are cordially invited to attend the meeting in person. Whether or not you plan to attend the meeting, we encourage you to read this Proxy Statement and submit your vote as soon as possible. For specific instructions on how to vote your shares, please refer to the instructions on the Notice you received in the mail, the section entitled "Questions and Answers About the Proxy Materials and the Annual Meeting" beginning on page 7 of this Proxy Statement, or if you requested to receive printed proxy materials, your enclosed proxy card. If you return a signed proxy without marking it, it will be voted in accordance with the Board of Directors' recommendations. You may, of

course, attend the meeting and vote in person, even if you have previously submitted a proxy

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE MINERALS TECHNOLOGIES INC. ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 13, 2015**

The 2015 Proxy Statement and 2014 Annual Report to Shareholders are available at: www.proxyvote.com

MINERALS TECHNOLOGIES 2015 Proxy Statement 1

**PROXY
SUMMARY**

PROXY SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider and you should read the entire proxy statement before voting. For more complete information regarding the Company's 2014 performance, please review the Company's Annual Report on Form 10-K.

2015 Annual Meeting of Shareholders

Date and Time: May 13, 2015, 9:00 a.m.

Place: 1 Highland Avenue, Conference Center, Bethlehem, Pennsylvania 18017

Record Date: March 24, 2015

Voting Matters and Board Recommendations

Proposal	Issue	Our Board's Recommendation
		FOR
Item 1.	Director Nomination	Ⓟ
01	Elect Robert L. Clark	Ⓟ
02	Elect John J. Carmola	Ⓟ
03	Elect Marc E. Robinson	Ⓟ
Item 2.	Ratification of Approval of Auditors for 2015 Fiscal Year	Ⓟ
Item 3.	Advisory Vote to Approve Executive Compensation	Ⓟ
Item 4.	Approval of the 2015 Stock Award and Incentive Plan	Ⓟ

2014 Highlights

On May 9, 2014, MTI acquired AMCOL International Corporation for \$1.8 billion. The result is:

A \$2 billion Global Minerals-based Company

World leader in Precipitated Calcium Carbonate ("PCC") and Bentonite

Demonstrated Leadership in Technology and Innovation

Expanded Platform for Geographic and New Product Innovation

Provides the Company with a Broader, Less Cyclical Portfolio

An Acquisition that is Highly Accretive to Earnings

The Potential for Significant Earnings and Cash Flow Synergies

Strong Cash Flow Generation from All Businesses

In 2014, the Company delivered strong operating results.

The Company achieved record earnings for the fifth consecutive year with earnings of \$4.00 per share compared with \$2.42 per share in 2013. This represents 65% accretion with only seven full months of post-acquisition earnings. The third quarter and fourth quarter earnings in 2014 were 98% and 100% accretive, respectively.

Operating income of \$235 million was a record with 89% growth over 2013 and operating margins expanded significantly to 13.6% of sales compared with 12.2% of sales in 2013.

All five business segments generated double digit operating margins.

At the time of the transaction, the Company expected the acquisition of AMCOL to generate \$50 million in estimated synergies over the next two to three years and up to \$70 million over the next five years. Since that time, we have accelerated the integration and presently expect to generate \$70 million of annualized synergies by the end of 2015.

PROXY
SUMMARY

The integration is tracking successfully on all fronts.

Our cash flow for the year was very strong. Cash flow from operations was \$314.1 million compared with \$137.5 million in 2013. We have accelerated our debt reduction program by repaying \$100 million of debt in the second half of 2014.