

MINERALS TECHNOLOGIES INC

Form 8-K

May 17, 2018

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): May 16, 2018

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

|   |                             |   |
|---|-----------------------------|---|
| Delaware  | 1-11430                     | 25-1190717                              |
| (State or other jurisdiction<br>of incorporation) | (Commission File<br>Number) | (IRS Employer<br>Identification<br>No.) |

|  |            |
|--|------------|
| 622 Third Avenue, New York, NY           | 10017-6707 |
| (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))

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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 13(a) of the Exchange Act. [ ]

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Item 5.07 Submission of a Matter to a Vote of Security Holders.

On May 16, 2018, the Annual Meeting of Shareholders of Minerals Technologies Inc. was held. A total of 33,782,954 shares were represented in person or by proxy, or 95.47% of the eligible voting shares. The matters voted upon and the final results of the vote were as follows:

Item 1. The nominees for election to the Board of Directors named in the Company's 2018 Proxy Statement were elected for three-year terms based upon the following votes:

| <u>Nominee</u>   | <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Votes</u> |
|------------------|------------------|----------------------|------------------------|-------------------------|
| John J. Carmola  | 32,666,726       | 484,366              | 13,187                 | 618,675                 |
| Robert L. Clark  | 32,425,338       | 724,589              | 14,352                 | 618,675                 |
| Marc E. Robinson | 32,633,152       | 518,345              | 12,782                 | 618,675                 |

Item 2. The proposal to ratify the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the 2018 fiscal year received the following votes:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|------------------------|-------------------------|
| 33,590,085       | 162,193              | 30,676                 | N/A                     |

Item 3. The proposal to approve, on an advisory basis, the 2017 compensation of the Company's named executive officers received the following votes:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|------------------------|-------------------------|
| 28,830,455       | 4,217,844            | 115,980                | 618,675                 |

Item 8.01 Other Events.

On May 16, 2018, the Company's Board of Directors declared a regular quarterly dividend of \$0.05 per share on the Company's common stock. The dividend is payable on June 14, 2018 to stockholders of record on May 31, 2018. A copy of the press release announcing the dividend declaration is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated May 16, 2018

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: May 17, 2018