

AMCOL INTERNATIONAL CORP  
Form SC TO-T/A  
April 10, 2014

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

**SCHEDULE TO**  
**Amendment No. 2**  
**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**

<b>Transaction Valuation(1)</b>	<b>Amount Of Filing Fee(2)</b>
\$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.

- x 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:

- x 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. 2 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.

#### **ITEM 11. ADDITIONAL INFORMATION**

The Offer to Purchase 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 by:

Amending and restating in its entirety the second to last paragraph of Section 15 **Conditions of the Offer** of the Offer to Purchase to read as follows:

All of the conditions to the Offer are described above in this Section 15 **Conditions of the Offer**.

Amending and restating in its entirety the first sentence in the last paragraph of Section 15 **Conditions of the Offer** of the Offer to Purchase to read as follows:

The Merger Agreement further provides that the foregoing conditions are for the sole benefit of MTI and Purchaser, may be asserted by MTI or the Purchaser regardless of the circumstances giving rise to any such conditions and may be waived by MTI or the Purchaser in whole or in part at any time and from time to time in their sole discretion (except for the Minimum Condition), in each case, subject to the terms of the Merger Agreement and the applicable rules and regulations of the SEC.

Amending and restating in its entirety the last sentence in Section 15 **Conditions of the Offer** of the Offer to Purchase to read as follows:

If a condition to the Offer is not satisfied as a result of events that occur or do not occur while the Offer is pending and MTI and Purchaser thereafter determine that such condition is incapable of satisfaction, MTI and Purchaser will promptly disclose to AMCOL stockholders whether MTI and Purchaser intend to assert such condition and, subject to compliance with the Merger Agreement, terminate the Offer or waive such condition and proceed.

Amending and supplementing the fourth paragraph of the section entitled **Antitrust United States** in Section 16 ( **Certain Legal Matters; Regulatory Approvals** ) by adding the following two new sentences at the end of the paragraph:

On April 9, 2014, the waiting period under the HSR Act applicable to the Offer expired. Accordingly, the condition of the Offer relating to the expiration or termination of the waiting period under the HSR Act has been satisfied.

**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: April 10, 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