RPM INTERNATIONAL INC/DE/
Form 8-K
February 27, 2019

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): February 25, 2019

RPM INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

Delaware	**1-14187**	**02-0642224**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

2628 Pearl Road, P.O. Box 777, Medina, Ohio 44258

(Address of principal executive offices) (Zip Code)

Registrant s telephone number, including area code: (330) 273-5090

(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

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

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.

Item 1.01 Entry into a Material Definitive Agreement

On February 25, 2019, RPM International Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Santander Investment Securities Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein (collectively, the Underwriters), providing for the offer and sale by the Company of $350 million aggregate principal amount of 4.550% Notes due 2029 (the Notes).

The Underwriting Agreement includes customary representations, warranties and covenants by the Company. It also provides for customary indemnification by each of the Company and the Underwriters against certain liabilities and customary contribution provisions in respect of those liabilities.

The foregoing description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement which is filed herewith as Exhibit 1.1 and is incorporated herein by reference. Certain of the Underwriters and their related entities have engaged and may engage in various financial advisory, commercial banking and investment banking transactions with the Company in the ordinary course of their business, for which they have received, or will receive, customary compensation and expense reimbursement.

Item 8.01 Other Events

Sale of Notes

On February 25, 2019, the Company agreed to sell $350 million aggregate principal amount of its Notes pursuant to the Underwriting Agreement. The sale of the Notes is expected to close on February 27, 2019. The offering of the Notes was priced at 99.856% of the $350 million principal amount of Notes to be issued. At that price, the Notes have a yield to maturity of 4.568%.

The expected net proceeds will be approximately $346.2 million after deducting the underwriting discount and estimated expenses related to the offering. The Company intends to use the net proceeds from the sale of the Notes to repay a portion of the outstanding borrowings under its revolving credit facility and for general corporate purposes.

The offering of the Notes was registered under the Securities Act of 1933, as amended (the Securities Act), and is being made pursuant to the Company s Registration Statement on Form S-3 (File No. 333-217291) and the Prospectus included therein (the Registration Statement), filed by the Company with the Securities and Exchange Commission (the Commission) on April 13, 2017, and the Prospectus Supplement relating thereto dated February 25, 2019.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
1.1	Underwriting Agreement, dated February 25, 2019, among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Santander Investment Securities Inc. and Wells Fargo Securities, LLC, as representatives of the Underwriters.
5.1	Opinion of Calfee, Halter & Griswold LLP
5.2	Opinion of Harter Secrest & Emery LLP
23.1	Consent of Calfee, Halter & Griswold LLP (included in Exhibit 5.1)

SIGNATURE

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.

RPM International Inc.
(Registrant)

Date February 27, 2019

/s/ Edward W. Moore
Edward W. Moore
Senior Vice President, General Counsel and

Chief Compliance Officer