
**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) **October 6, 2016**

RPM INTERNATIONAL INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-14187
(Commission
File Number)

02-0642224
(IRS Employer
Identification No.)

2628 Pearl Road, P.O. Box 777, Medina, Ohio
(Address of principal executive offices)

44258
(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))
-
-

Item 5.07. Submission of Matters to a Vote of Security Holders.**Annual Meeting Results**

The Annual Meeting of Stockholders of the Company was held on October 6, 2016. The following matters were voted on at the Annual Meeting and received the approval of the Company's stockholders:

(i) Election of David A. Daberko, Thomas S. Gross, Craig S. Morford and Frank C. Sullivan as Directors of the Company. The nominees were elected as Directors with the following votes:

David A. Daberko

For	105,237,590
Withheld	1,595,543
Broker non-votes	15,458,136

Thomas S. Gross

For	105,468,021
Withheld	1,365,112
Broker non-votes	15,458,136

Craig S. Morford

For	105,533,090
Withheld	1,300,043
Broker non-votes	15,458,136

Frank C. Sullivan

For	104,080,078
Withheld	2,753,055
Broker non-votes	15,458,136

In addition to the Directors above, the following Directors' terms of office continued after the Annual Meeting: John P. Abizaid, Bruce A. Carbonari, Jennifer D. Deckard, Salvatore D. Fazzolari, Frederick R. Nance, Charles A. Ratner, William B. Summers, Jr., and Dr. Jerry Sue Thornton.

(ii) The proposal to approve, on an advisory, non-binding basis, the compensation of the Company's named executive officers, was approved with the following votes:

For	102,664,075
Against	3,192,772
Abstain	976,286
Broker non-votes	15,458,136

(iii) The proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending May 31, 2017 was approved with the following votes:

For	121,323,368
Against	457,228
Abstain	510,673
Broker non-votes	0

For information on how the votes for the above matters were tabulated, see the Company's Definitive Proxy Statement used in connection with the Annual Meeting of Stockholders on October 6, 2016.

Item 8.01. Other Events.

On October 6, 2016, the Company issued a press release announcing an increase in its quarterly cash dividend. A copy of the press release is furnished with this current report on Form 8-K as [Exhibit 99.1](#).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of the Company, dated October 6, 2016, announcing a dividend increase.

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.

RPM International Inc.
(Registrant)

Date October 12, 2016

/s/ Edward W. Moore

Edward W. Moore
Senior Vice President, General Counsel and
Chief Compliance Officer

Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of the Company, dated October 6, 2016, announcing a dividend increase.

RPM INCREASES CASH DIVIDEND FOR 43rd CONSECUTIVE YEAR

Quarterly payment of \$0.30 per share is 9.1% increase over prior year

MEDINA, Ohio – October 6, 2016 – RPM International Inc. (NYSE: RPM) today announced at its annual meeting of stockholders that its board of directors declared a regular quarterly cash dividend of \$0.30 per share, payable on October 31, 2016, to stockholders of record as of October 17, 2016. This payment represents a 9.1 percent increase over the \$0.275 quarterly cash dividend paid at this time last year.

This action marks RPM's 43rd consecutive year of increased cash dividends paid to its stockholders, which places RPM in an elite category of less than half of 1 percent of all 19,000 publicly traded U.S. companies. Only 44 other companies, besides RPM, have consecutively paid an increasing annual dividend for this period of time or longer, according to the 2016 summer edition of the *Mergent Handbook of Dividend Achievers*. At a share price of \$50.00, RPM's dividend yield would be 2.4 percent.

"As noted in our fiscal 2016 annual report, RPM has outperformed the S&P 500 Index and its peer group in cumulative total return for the five- and ten-year periods ended May 31, 2016," stated Frank C. Sullivan, chairman and chief executive officer. "Consistently increasing our cash dividend has been critical to our ability to significantly outpace the market and deliver value to our shareholders."

At the meeting, Thomas C. Sullivan officially retired as a director of RPM after 55 years of service. He joined RPM's predecessor, Republic Powdered Metals, in 1961 as a divisional sales manager. He assumed leadership of the then-\$11-million company in 1971 upon the sudden death of his father and RPM founder, Frank C. Sullivan. When he stepped down as chief executive officer in 2002, RPM's annual sales were more than \$2 billion. Today, they are nearly \$5 billion.

"Tom shaped RPM's corporate culture, established its core operating principles and has been a key driver of its growth and success. If you made a \$1,000 investment in RPM on May 31, 1971, near the start of Tom's leadership, and reinvested the dividends, your investment would have grown at an incredible rate to \$510,190 by the end of our 2016 fiscal year. The same investment in the S&P 500 over a comparable timeframe would be worth \$81,100," stated Frank C. Sullivan. "Tom leaves a lasting legacy that will continue to reward our shareholders and guide our current management team. We are extremely grateful for the mentorship and guidance he has provided."