
**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) January 19, 2017

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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 19, 2017, Charles A. Ratner, a Director of RPM International Inc. (the “Company”) since 2005, advised the Company that he will retire from the Company’s Board of Directors (the “Board”) effective as of the Board’s January 24, 2017 meeting.

Item 8.01 Other Events.

On January 24, 2017, the Company issued a press release announcing Charles A. Ratner’s retirement from the Board. 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 January 24, 2017, announcing Charles A. Ratner’s retirement from the Board.

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 January 24, 2017

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

Exhibit Index

Exhibit
Number

Description

99.1 Press release of the Company, dated January 24, 2017, announcing Charles A. Ratner's retirement from the Board.

Ratner Retires from RPM Board of Directors

MEDINA, Ohio – January 24, 2017 – RPM International Inc. (NYSE: RPM) today announced that Charles A. Ratner, 75, has retired from its board of directors after almost 12 years of service to the company. Ratner served on the board's compensation committee.

"It has been an honor and a privilege to work with the other experienced business leaders on RPM's board and with its talented executive team. I am proud to have contributed to RPM's growth and success," Ratner stated. "I have always been impressed with RPM's dedication to its core values of integrity, commitment to the community and responsible entrepreneurship. It's a great company with a great future."

Ratner retired from Forest City Realty Trust, Inc. (formerly Forest City Enterprises, Inc.), on December 31, 2016, after 50 years with the diversified real estate development company. He was most recently Forest City's chairman, a post he was elected to in 2011. Prior, Ratner served as president and CEO of Forest City since 1993 and 1995, respectively.

"During Chuck's tenure, RPM's annual sales have nearly doubled from \$2.6 billion to more than \$5 billion, and the annual dividend paid to our shareholders has increased from \$0.60 to \$1.20 per share. His contributions played an important role in this strong performance," stated RPM Chairman and CEO Frank C. Sullivan. "On a personal note, I will always be extremely grateful to Chuck for the wise counsel he has provided me over the years, particularly concerning difficult decisions and significant challenges. On behalf of all of RPM, I wish him well in retirement."

About RPM

RPM International Inc. owns subsidiaries that are world leaders in specialty coatings, sealants, building materials and related services across three segments. RPM's industrial products include roofing systems, sealants, corrosion control coatings, flooring coatings and other construction chemicals. Industrial companies include Stonhard, Tremco, illbruck, Carboline, Flowcrete, Euclid Chemical and RPM Belgium Vandex. RPM's consumer products are used by professionals and do-it-yourselfers for home maintenance and improvement and by hobbyists. Consumer brands include Rust-Oleum, DAP, Zinsser, Varathane and Testors. RPM's specialty products include industrial cleaners, colorants, exterior finishes, specialty OEM coatings, edible coatings, restoration services equipment and specialty glazes for the pharmaceutical and food industries. Specialty segment companies include Day-Glo, Dryvit, RPM Wood Finishes, Mantrose-Hauser, Legend Brands, Kop-Coat and TCL. Additional details can be found at www.rpminc.com and by following RPM on Twitter at [www.twitter.com/RPMintl](https://twitter.com/RPMintl).

For more information, contact Barry M. Slifstein, vice president – investor relations, at 330-273-5090 or bslifstein@rpminc.com.

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