
**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) July 17, 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))

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

Retirement of Dr. Jerry Sue Thornton from the Board of Directors

On July 17, 2017, Dr. Jerry Sue Thornton, a Director of RPM International Inc. (the “Company”) since 1999, advised the Company that she will retire from the Company’s Board of Directors (the “Board”) effective as of July 18, 2017.

Appointment of Julie A. Lagacy to the Board of Directors

On July 18, 2017, the Board appointed Julie A. Lagacy to Class III of the Board. Ms. Lagacy replaces Dr. Jerry Sue Thornton, who retired from the Board effective on July 18, 2017. Ms. Lagacy’s term will expire at the Company’s Annual Meeting of Stockholders on October 5, 2017 (the “2017 Annual Meeting”), at which time she will stand for re-election to the Board by the Company’s stockholders. She will serve on the Board’s Audit Committee. Ms. Lagacy is the Vice President of Global Information Services and Chief Information Officer of Caterpillar Inc. (NYSE: CAT).

Ms. Lagacy’s compensation for her service as a director will be consistent with that of the Company’s other directors who are not employees or consultants of the Company, as described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on August 24, 2016 under the caption “Director Compensation,” which portion of such proxy statement is incorporated herein by reference.

In connection with her appointment as a director, the Company and Ms. Lagacy entered into an indemnification agreement effective as of July 18, 2017. The indemnification agreement is the same as the indemnification agreements the Company has entered into with each of its directors and executive officers. The indemnification agreement requires the Company to indemnify Ms. Lagacy to the fullest extent permitted by law against all expenses, judgments, settlements, fines and penalties, actually and reasonably incurred in the defense or settlement of any civil, criminal, administrative or investigative action brought against her by reason of her relationship with the Company, including third-party claims and proceedings brought by or in the right of the Company, subject to certain exceptions. The rights provided to Ms. Lagacy under the indemnification agreement are in addition to any other rights she may be entitled to under the Company’s Amended and Restated Certificate of Incorporation or Amended and Restated By-laws, the General Corporation Law of the State of Delaware or otherwise. The description of the indemnification agreement set forth in this Item 5.02 is not complete and is qualified in its entirety by reference to the full text of the form of indemnification agreement. The form of indemnification agreement between the Company and each of its directors and executive officers was filed as Exhibit 10.14 to the Company’s Quarterly Report on Form 10-Q for the quarter ended November 30, 2002 and is incorporated herein by reference.

There are no arrangements or understandings between Ms. Lagacy and any other persons pursuant to which Ms. Lagacy was selected as a director. There have been no transactions involving the Company or any of its subsidiaries in which Ms. Lagacy has or will have a direct or indirect material interest that are required to be disclosed by Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On July 18, 2017, the Company issued a press release announcing Dr. Thornton’s retirement from the Board, and Ms. Lagacy’s appointment to the Board. The press release also announced that Robert A. Livingston, President and Chief Executive Officer of Dover Corporation, has been nominated as a director candidate for election to the Board at the 2017 Annual Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and furnished herewith.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	Form of Indemnification Agreement entered into by and between the Company and each of its Directors and Executive Officers, which is incorporated herein by reference to Exhibit 10.14 to the Company’s Quarterly Report on Form 10-Q for the quarter ended November 30, 2002 (File No. 001-14187).
99.1	Press Release of the Company, dated July 18, 2017, announcing the retirement of Dr. Jerry Sue Thornton from the Board, and the appointment of Julie A. Lagacy to 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 July 18, 2017

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

Exhibit Index

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99.1	Press Release of the Company, dated July 18, 2017, announcing the retirement of Dr. Jerry Sue Thornton from the Board, and the appointment of Julie A. Lagacy to the Board.

**Julie A. Lagacy Named to RPM Board of Directors;
Robert A. Livingston Nominated to Join RPM Board in October 2017;
Dr. Jerry Sue Thornton Retires from Board**

MEDINA, Ohio – July 18, 2017 – RPM International Inc. (NYSE: RPM) today announced that it has appointed Julie A. Lagacy to its board of directors effective immediately, and has nominated Robert A. Livingston as a director candidate for election to the board at RPM’s annual stockholders’ meeting on October 5, 2017. Lagacy is vice president of global information services and chief information officer at Caterpillar Inc., and Livingston is president and CEO of Dover Corporation.

Lagacy replaces Dr. Jerry Sue Thornton, who retired from the RPM board today after nearly 18 years of service. Thornton is the retired president of Cuyahoga Community College, a position she held from 1992 to 2013. “Jerry Sue brought tremendous perspectives on leadership, management and community engagement to RPM, and I am grateful for her thoughtful guidance. During her tenure with RPM, sales grew from \$1.7 billion in 1999 to approximately \$5 billion today. Our shareholders were rewarded with an annual dividend that increased from \$0.465 per share to \$1.20 per share during that timeframe,” stated Frank C. Sullivan, RPM chairman and CEO.

Caterpillar is a manufacturer of construction and mining equipment, diesel and natural gas engines, industrial gas turbines and diesel-electric locomotives with 2016 sales and revenues of \$38.5 billion. It is publicly traded on the New York Stock Exchange (NYSE). Lagacy joined Caterpillar in 1988 and has held management positions as product and commercial manager, human resources manager, chief financial officer of its Global Mining Division and vice president of the Finance Services Division. She has served in her current role as vice president of global information services and chief information officer since 2014. Lagacy earned dual bachelor’s degrees in management and economics from Illinois State University, an MBA degree from Bradley University and is a certified management accountant.

Dover is a diversified global manufacturer with annual revenues exceeding \$7 billion. It is publicly traded on the NYSE and has 29,000 employees worldwide. Dover provides equipment and components, specialty systems, software and digital solutions, and support services in the energy, engineered systems, fluids, and refrigeration and food equipment markets. Livingston joined Dover in 1983 when it acquired K&L Microwave, where he served as vice president of finance. He went on to hold management positions of increasing responsibility with several Dover business units, including serving as president and CEO of Dover Electronics, Inc. and Dover Engineered Systems, Inc. He was promoted to his current position as president and CEO of Dover Corporation in 2008. Livingston received a bachelor’s degree in business administration from Salisbury University.

“Julie and Bob have extensive experience in management, finance, strategy, technology, acquisitions and capital allocation. I welcome the innovative ideas and perspectives that they will bring to drive RPM’s growth and value for our stockholders,” stated Sullivan.

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 TCI. 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.

This press release contains “forward-looking statements” relating to our business. These forward-looking statements, or other statements made by us, are made based on our expectations and beliefs concerning future events impacting us, and are subject to uncertainties and factors (including those specified below) which are difficult to predict and, in many instances, are beyond our control. As a result, our actual results could differ materially from those expressed in or implied by any such forward-looking statements. These uncertainties and factors include (a) global markets and general economic conditions, including uncertainties surrounding the volatility in financial markets, the availability of capital and the effect of changes in interest rates, and the viability of banks and other financial institutions; (b) the prices, supply and capacity of raw materials, including assorted pigments, resins, solvents and other natural gas- and oil-based materials; packaging, including plastic containers; and transportation services, including fuel surcharges; (c) continued growth in demand for our products; (d) legal, environmental and litigation risks inherent in our construction and chemicals businesses and risks related to the adequacy of our insurance coverage for such matters; (e) the effect of changes in interest rates; (f) the effect of fluctuations in currency exchange rates upon our foreign operations; (g) the effect of non-currency risks of investing in and conducting operations in foreign countries, including those relating to domestic and international political, social, economic and regulatory factors; (h) risks and uncertainties associated with our ongoing acquisition and divestiture activities; (i) risks related to the adequacy of our contingent liability reserves; and (j) other risks detailed in our filings with the Securities and Exchange Commission, including the risk factors set forth in our Annual Report on Form 10-K for the year ended May 31, 2016, as the same may be updated from time to time. We do not undertake any obligation to publicly update or revise any forward-looking statements to reflect future events, information or circumstances that arise after the date of this release.

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