

**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): April 19, 2018

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 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

On April 19, 2018, RPM International Inc. (the "Company") sent a notice to its directors and executive officers informing them that a blackout period (the "Blackout Period") in connection with the planned change in the record keeper and trustee of the RPM International Inc. 401(k) Trust and Plan and the RPM International Inc. Union 401(k) Trust and Plan would begin at 4:00 p.m. Eastern Time on May 23, 2018 and was expected to end the week of June 10, 2018. A copy of the notice, as required by Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104 under Regulation BTR, is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

During the Blackout Period and for a period of two years after the ending date of the Blackout Period, security holders or other interested persons may obtain, without charge, information regarding the actual beginning and ending dates of the Blackout Period by contacting Janeen Kastner, Vice President – Corporate Benefits & Risk Management, in writing, at P.O. Box 777, Medina, Ohio, 44228.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<u>Important Notice to Directors and Executive Officers of RPM International Inc. Regarding Blackout Period and Regulation BTR Trading Restrictions, dated April 19, 2018.</u>

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 April 19, 2018

/s/ Janeen B. Kastner
Janeen B. Kastner
Vice President — Corporate Benefits &
Risk Management

Important Notice
To Directors and Executive Officers of RPM International Inc.
Regarding Blackout Period and Regulation BTR Trading Restrictions

April 19, 2018

The purpose of this notice is to inform you of an impending “blackout period” under the RPM International Inc. 401(k) Trust and Plan and the RPM International Inc. Union 401(k) Trust and Plan (the “Plans”), during which you will be prohibited from effecting any direct or indirect transactions in RPM International Inc. (“RPM”) common stock, that you acquired in connection with your service or employment as a director or executive officer of RPM. Although this blackout period will occur during the regular quarterly blackout period for trading in RPM’s stock, we are required to provide this notice to you under Rule 104 of Regulation BTR promulgated by the U.S. Securities and Exchanges Commission pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002.

Reason and Impact of Blackout Period

RPM is changing the record keeper and trustee of the Plans, effective June 1, 2018. During this changeover, participants in the Plans will be unable to change contribution percentages, direct or diversify investments in their respective individual accounts, obtain a Plan loan, process a loan payoff, submit withdrawal requests, or obtain a distribution from the Plans.

Length of Blackout Period

The blackout period for the Plans will begin at 4 p.m. Eastern Time on May 23, 2018, and is expected to end during the week of June 10, 2018.

Restrictions on Directors and Executive Officers During the Blackout Period

During the blackout period, directors and executive officers of RPM will be subject to the trading restrictions imposed under Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR. Subject to limited exceptions, these restrictions generally prohibit the direct or indirect purchase, sale, or other acquisition or transfer of any of RPM’s equity securities that you acquire or have previously acquired in connection with your service or employment as a director or executive officer of RPM.

Please note the following:

- “Equity securities” are defined broadly to include not only RPM’s common stock, but also stock options and other derivatives.
- Covered transactions are not limited to those involving your direct ownership, but include any transaction in which you have a pecuniary interest (for example, transactions by your immediate family members living in your household).
- **If you engage in a transaction that violates these rules, you may be required to disgorge your profits from the transaction, and you may be subject to civil and criminal penalties.**

Questions or Additional Information

If you have questions concerning this notice or the trading restrictions described above, please contact Janeen Kastner, whose contact information is provided below:

Janeen Kastner
RPM International Inc.
P.O. Box 777
Medina, Ohio 44258
jkastner@rpm-inc.com