
**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 2, 2018

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.**

On July 2, 2018, Ronald A. Rice, who had been serving as President and Chief Operating Officer of RPM International Inc. (the “Company”), elected early retirement due to the Company’s decision to streamline its reporting structure. For purposes of his Amended and Restated Employment Agreement (the “Agreement”), Mr. Rice’s retirement is regarded as a termination without cause. A form of the Agreement has been filed as an exhibit to the Company’s Form 10-Q filed on April 9, 2009 and is incorporated herein by reference. The Company and Mr. Rice have entered into a Separation Agreement and Release and Waiver of Claims pursuant to which Mr. Rice will receive compensation and benefit continuation substantially in accordance with the provisions of the Employment Agreement, but the Company has agreed to provide an additional 29 months of continued healthcare coverage, together with outplacement and financial planning assistance. Mr. Rice and the Company have also agreed to certain additional covenants relating to confidentiality, disclosure and non-disparagement, provision of assistance to the Company during the post-employment period, and remedies in the event of a breach.

Item 8.01 **Other Events.**

On July 6, 2018, the Company issued a press release announcing the foregoing action. 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.**

99.1 [The Company’s press release, dated July 6, 2018.](#)

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: July 6, 2018

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

RPM International Streamlines Senior Leadership Structure**President and COO Ronald A. Rice to Take Early Retirement**

MEDINA, OH, July 6, 2018 – RPM International Inc. (NYSE: RPM), a world leader in specialty coatings and sealants, today announced a more streamlined senior leadership structure as part of the initiatives underway to drive greater operating efficiency across the organization. The Company said that, effective July 6, 2018, its Group Presidents will report directly to Chairman and Chief Executive Officer Frank Sullivan. As a result, President and Chief Operating Officer Ronald A. Rice has decided to take early retirement from the Company.

Mr. Sullivan commented, “For more than two decades, Ron has been a valued member of our leadership team, and we appreciate his many contributions in making RPM the industry leader it is today. Ron has played a critical role in overseeing our day-to-day operations and building our business, with annual revenues growing from \$3.6 billion in fiscal 2008 to approximately \$5.0 billion in fiscal 2017 while he served as President and Chief Operating Officer of the Company. We thank Ron for his outstanding leadership over the years and wish him all the best in his future successes.”

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-Haeuser, 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.

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

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