
**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 4, 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 5.07. Submission of Matters to a Vote of Security Holders.**Annual Meeting Results**

The Annual Meeting of Stockholders of the Company was held on October 4, 2018. The following matters were voted on at the Annual Meeting, and the results were as follows:

(i) Approval of an amendment of the Company's Amended and Restated Certificate of Incorporation to require the annual election of Directors:

For	105,487,547
Against	1,546,005
Abstain	552,672
Broker Non-Votes	15,247,193

For approval, at least 80% of the outstanding shares of the Company's common stock must have voted in favor of the amendment of the Company's Amended and Restated Certificate of Incorporation. Since 79.1% of the outstanding shares of the Company's common stock voted for approval, the amendment of the Company's Amended and Restated Certificate of Incorporation was not approved by the Company's stockholders.

(ii) Approval of an amendment of the Company's Amended and Restated By-Laws to reduce the threshold for action taken by the Company's stockholders to a simple majority:

For	105,423,054
Against	1,579,259
Abstain	583,911
Broker Non-Votes	15,247,193

For approval, at least 80% of the outstanding shares of the Company's common stock must have voted in favor of the amendment of the Company's Amended and Restated By-Laws. Since 79.0% of the outstanding shares of the Company's common stock voted for approval, the amendment of the Company's Amended and Restated By-Laws was not approved by the Company's stockholders.

(iii) Election of John P. Abizaid, John M. Ballbach, Bruce A. Carbonari, Jenniffer D. Deckard and Salvatore D. Fazzolari as Directors of the Company. The nominees were elected as Directors with the following votes:

John P. Abizaid

For	105,076,210
Withheld	2,510,014
Broker Non-Votes	15,247,193

John M. Ballbach

For	106,566,658
Withheld	1,019,566
Broker Non-Votes	15,247,193

Bruce A. Carbonari

For	102,514,121
Withheld	5,072,103
Broker Non-Votes	15,247,193

Jennifer D. Deckard

For	104,592,768
Withheld	2,993,456
Broker Non-Votes	15,247,193

Salvatore D. Fazzolari

For	105,134,575
Withheld	2,451,549
Broker Non-Votes	15,247,193

In addition to the Directors above, the following Directors' terms of office continued after the Annual Meeting: Kirkland B. Andrews, David A. Daberko, Thomas S. Gross, Julia A. Lagacy, Robert A. Livingston, Craig S. Morford, Frederick R. Nance, Frank C. Sullivan and William B. Summers, Jr.

(iv) 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	101,330,945
Against	5,217,540
Abstain	1,037,739
Broker Non-Votes	15,247,193

(v) The proposal to approve an amendment of the Company's 2014 Omnibus Equity and Incentive Plan was approved with the following votes:

For	104,046,725
Against	2,861,579
Abstain	677,920
Broker Non-Votes	15,247,193

(vi) 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, 2019 was approved with the following votes:

For	122,297,041
Against	323,726
Abstain	212,650
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 4, 2018.

Item 8.01. Other Events.

On October 4, 2018, 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 4, 2018, announcing a dividend increase.

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 October 9, 2018

/s/ Edward W. Moore

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

RPM Increases Cash Dividend for 45th Consecutive Year

Quarterly payment of \$0.35 per share is 9.4% increase over prior year

MEDINA, Ohio—(BUSINESS WIRE)—Oct. 4, 2018— **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 \$0.35 per share, payable on October 31, 2018, to stockholders of record as of October 16, 2018. This payment represents a 9.4 percent increase over the \$0.32 quarterly cash dividend paid at this time last year.

This action marks RPM's 45th 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 publicly traded U.S. companies. Only 41 other companies, besides RPM, have consecutively paid an increasing annual dividend for this period of time or longer, according to the *Mergent Handbook of Dividend Achievers*. During this timeframe, the company has returned approximately \$2.4 billion in cash dividends to its stockholders. At a share price of \$60.00, **RPM's dividend yield** would be 2.3 percent.

"Annually increasing our cash dividend is one of the primary ways we deliver value to our shareholders," stated Frank C. Sullivan, chairman and chief executive officer. "It is key to our ability to consistently drive long-term growth and outperform the cumulative total return of the broader market."

At the meeting, five directors were elected to serve in Class II with three-year terms expiring at the annual meeting of stockholders in 2019. They included John P. Abizaid, senior partner at JPA Partners LLC; John M. Ballbach, former chairman and CEO of VWR International, LLC; Bruce A. Carbonari, retired chairman and CEO of Fortune Brands, Inc.; Jenniffer D. Deckard, president and CEO of Covia Holdings Corporation; and Salvatore D. Fazzolari, former chairman, president and CEO of Harsco Corporation. In addition, proposed amendments to RPM's Certificate of Incorporation and By-Laws were not approved because they did not achieve the required affirmative vote of at least 80 percent of the voting power of outstanding shares of common stock as of the record date. These amendments would have required the annual election of directors and reduced the threshold for action taken by shareholders to a simple majority.

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 Russell L. Gordon, vice president and chief financial officer, at 330-273-5090 or rgordon@rpminc.com.

View source version on businesswire.com: <https://www.businesswire.com/news/home/20181004005760/en/>

Source: RPM International Inc.

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