
**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) May 1, 2019

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, par value \$0.01

Trading Symbol(s)
RPM

Name of each exchange on which registered
New York Stock Exchange

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

On May 1, 2019, Craig S. Morford advised RPM International Inc. (the “Company”) of his resignation from the Company’s Board of Directors, effective as of May 2, 2019, as a result of Mr. Morford’s retirement from Cardinal Health and his acceptance of a new executive position at a company in the energy industry that does not have senior leaders serving on other public company boards.

A copy of the Company’s press release announcing Mr. Morford’s resignation from the Company’s Board of Directors is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

99.1 [Press Release, dated May 1, 2019.](#)

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 May 3, 2019

/s/ Edward W. Moore

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

**Morford Steps Down from RPM Board
After Accepting New Senior Executive Position in Energy Industry**

MEDINA, Ohio – May 1, 2019 – RPM International Inc. (NYSE: RPM) today announced that Craig Morford has stepped down from his position on the RPM board of directors as a result of his retirement from Cardinal Health and his acceptance of a new executive position at a company in the energy industry that does not have senior leaders serving on other public company boards.

“During his time as director, Craig’s business acumen and deep experience in a variety of legal and compliance matters brought valuable insight to our organization,” stated Frank C. Sullivan, chairman and CEO of RPM. “We’re grateful for the significant contributions he made while serving on RPM’s board for the past six years, and we wish him the best.”

Morford was elected to the RPM board of directors in 2013 after a distinguished 20-year career with the U.S. Department of Justice, which included an appointment by President George W. Bush as acting U.S. deputy attorney general. In 2008, he joined Cardinal Health as chief compliance officer and later became chief legal and compliance officer, a position he has held for the past decade.

“Following Craig’s departure, our board will be comprised of 12 members. With the recent appointments of Kirk Andrews and John Ballbach this past year, we believe RPM’s board remains sufficiently staffed in the key skill sets and expertise that are necessary for strong corporate governance,” added Sullivan. “We don’t anticipate appointing any additional board members at this time.”

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.

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

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