

RPM INTERNATIONAL INC/DE/  
Form 8-K  
March 03, 2017

**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) March 2, 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.)**

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**2628 Pearl Road, P.O. Box 777,**

**Medina, Ohio**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (330) 273-5090**

**44258**

**(Zip Code)**

**(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))

### **Item 1.01 Entry into a Material Definitive Agreement**

On March 2, 2017, RPM International Inc. (the Company) closed its offering of \$50 million aggregate principal amount of 5.250% Notes due 2045 (the 2045 Notes) and \$400 million aggregate principal amount of 3.750% Notes due 2027 (the 2027 Notes) and, together with the 2045 Notes, the Notes pursuant to an Underwriting Agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein (collectively, the Underwriters).

In connection with the closing, on March 2, 2017, the Company issued and sold to the Underwriters the Notes pursuant to the Underwriting Agreement.

The Notes are governed by the Indenture, dated as of April 8, 2014 (the Base Indenture), between the Company and Wells Fargo Bank, National Association, as supplemented, with respect to the 2045 Notes, by the Officers Certificate and Authentication Order, dated as of March 2, 2017 (the 2045 Officers Certificate) and, with respect to the 2027 Notes, by the Officers Certificate and Authentication Order, dated as of March 2, 2017 (the 2027 Officers Certificate) and, together with the 2045 Officers Certificate, the Officers Certificates). The Officers Certificates and the Base Indenture are referred to herein collectively as the Indenture.

Interest on the 2045 Notes will accrue from December 1, 2016 and will be payable semiannually in arrears on June 1st and December 1st of each year, beginning June 1, 2017, at a rate of 5.250% per year. The 2045 Notes mature on June 1, 2045.

Interest on the 2027 Notes will accrue from March 2, 2017 and will be payable semiannually in arrears on March 15th and September 15th of each year, beginning September 15, 2017, at a rate of 3.750% per year. The Notes mature on March 15, 2027.

The Indenture provides that an Event of Default (as defined in the Indenture) will occur if the Company defaults in any payment of interest on any Note when due and payable and the default continues for a period of 30 days, defaults in payment of any principal of any Note when due and payable at its stated maturity, upon optional redemption, or upon any required repurchase or upon declaration of acceleration or otherwise (subject to applicable notice and/or grace periods). Other Events of Default under the Indenture include: the Company's failure to comply with certain corporate restrictions in the Officers Certificates, the Company's failure to comply (subject to applicable notice and/or grace periods) with any of its other agreements contained in the Notes or the Indenture, the default under other indebtedness of the Company in an amount equal to or greater than the greater of \$50 million or 10% of Consolidated Stockholders Equity (as defined in the Indenture), any final judgment (subject to certain rights of appeal and other limitations) against the Company or any of its subsidiaries in an amount equal to or greater than the greater of \$50 million or 7% of Consolidated Stockholders Equity (as defined in the Indenture) remains unpaid or discharged for 60 days, and certain events of bankruptcy, insolvency or reorganization.

In certain Event of Defaults, the Trustee by notice to the Company, or the holders of at least 25% in principal amount of then outstanding Notes by notice to the Company and to the Trustee, may declare 100% of the principal of, and accrued and unpaid interest, if any, on, all then outstanding Notes to be due and payable. Upon such a declaration, such principal and accrued and unpaid interest, if any, will be due and payable immediately.

The foregoing description of the material terms of the Officers Certificates is qualified in its entirety by reference to the Officers Certificates which are filed herewith as Exhibit 4.1 and Exhibit 4.2 and are incorporated herein by reference.

### **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

**Exhibit**

**Number**

**Description**

- |     |   |
|-----|---|
| 4.1 | Officers Certificate and Authentication Order dated March 2, 2017 for the 5.250% Notes due 2045 (which includes the form of Note) issued pursuant to the Indenture dated as of April 8, 2014, between the Company and Wells Fargo Bank, National Association. |
| 4.2 | Officers Certificate and Authentication Order dated March 2, 2017 for the 3.750% Notes due 2027 (which includes the form of Note) issued pursuant to the Indenture dated as of April 8, 2014, between the Company and Wells Fargo Bank, National Association. |

**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 March 3, 2017

/s/ Edward W. Moore

Edward W. Moore

Senior Vice President, General Counsel and

Chief Compliance Officer

**Exhibit Index**

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