

RPM INTERNATIONAL INC/DE/  
Form 8-K  
December 09, 2013

**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) December 3, 2013**

**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**

**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))

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

On December 3, 2013, RPM International Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Wells Fargo Securities, LLC and Goldman, Sachs & Co., as representatives of the several underwriters named therein (collectively, the Underwriters ), providing for the offer and sale by the Company of \$200 million aggregate principal amount of 2.25% Convertible Senior Notes due 2020 (the Firm Notes ). Under the terms of the Underwriting Agreement, the Company granted the Underwriters an option to purchase an additional \$5 million aggregate principal amount of 2.25% Convertible Senior Notes due 2020 (the Option Notes and, together with the Firm Notes, the Notes ). The Underwriters exercised their option to purchase an additional \$5 million principal amount of the Notes. The sale of the total \$205 million aggregate principal amount of the Notes is expected to close on December 9, 2013. The Notes will have a yield to maturity of 2.25%.

The expected net proceeds will be approximately \$200.9 million after deducting the underwriting discount, but before deducting expenses related to the offering. The Company intends to use the net proceeds from the offering of the Notes to repay, redeem or refinance \$200 million in principal amount of unsecured senior notes due December 15, 2013, which bear interest at 6.25%, together with accrued and unpaid interest thereon. Pending such use, the Company will use the net proceeds from the sale of the Notes to invest in high-quality short-term investments.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company. It also provides for customary indemnification by each of the Company and the Underwriters against certain liabilities and customary contribution provisions in respect of those liabilities.

The foregoing description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit Number | Description   |
|----------------|---|
| 1.1            | Underwriting Agreement, dated December 9, 2013, among the Company and Wells Fargo Securities, LLC and Goldman, Sachs & Co., as representatives of the Underwriters. |
| 5.1            | Opinion of Calfee, Halter & Griswold LLP  |
| 5.2            | Opinion of Harter Secrest & Emery LLP   |
| 12.1           | Computation of Ratio of Earnings to Fixed Charges   |

**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 December 9, 2013

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

**Exhibit Index**

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