

RPM INTERNATIONAL INC/DE/
Form 8-K
July 18, 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) July 17, 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.)

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.

Retirement of Dr. Jerry Sue Thornton from the Board of Directors

On July 17, 2017, Dr. Jerry Sue Thornton, a Director of RPM International Inc. (the Company) since 1999, advised the Company that she will retire from the Company's Board of Directors (the Board) effective as of July 18, 2017.

Appointment of Julie A. Lagacy to the Board of Directors

On July 18, 2017, the Board appointed Julie A. Lagacy to Class III of the Board. Ms. Lagacy replaces Dr. Jerry Sue Thornton, who retired from the Board effective on July 18, 2017. Ms. Lagacy's term will expire at the Company's Annual Meeting of Stockholders on October 5, 2017 (the 2017 Annual Meeting), at which time she will stand for re-election to the Board by the Company's stockholders. She will serve on the Board's Audit Committee. Ms. Lagacy is the Vice President of Global Information Services and Chief Information Officer of Caterpillar Inc. (NYSE: CAT).

Ms. Lagacy's compensation for her service as a director will be consistent with that of the Company's other directors who are not employees or consultants of the Company, as described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on August 24, 2016 under the caption Director Compensation, which portion of such proxy statement is incorporated herein by reference.

In connection with her appointment as a director, the Company and Ms. Lagacy entered into an indemnification agreement effective as of July 18, 2017. The indemnification agreement is the same as the indemnification agreements the Company has entered into with each of its directors and executive officers. The indemnification agreement requires the Company to indemnify Ms. Lagacy to the fullest extent permitted by law against all expenses, judgments, settlements, fines and penalties, actually and reasonably incurred in the defense or settlement of any civil, criminal, administrative or investigative action brought against her by reason of her relationship with the Company, including third-party claims and proceedings brought by or in the right of the Company, subject to certain exceptions. The rights provided to Ms. Lagacy under the indemnification agreement are in addition to any other rights she may be entitled to under the Company's Amended and Restated Certificate of Incorporation or Amended and Restated By-laws, the General Corporation Law of the State of Delaware or otherwise. The description of the indemnification agreement set forth in this Item 5.02 is not complete and is qualified in its entirety by reference to the full text of the form of indemnification agreement. The form of indemnification agreement between the Company and each of its directors and executive officers was filed as Exhibit 10.14 to the Company's Quarterly Report on Form 10-Q for the quarter ended November 30, 2012 and is incorporated herein by reference.

There are no arrangements or understandings between Ms. Lagacy and any other persons pursuant to which Ms. Lagacy was selected as a director. There have been no transactions involving the Company or any of its subsidiaries in which Ms. Lagacy has or will have a direct or indirect material interest that are required to be disclosed by Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On July 18, 2017, the Company issued a press release announcing Dr. Thornton's retirement from the Board, and Ms. Lagacy's appointment to the Board. The press release also announced that Robert A. Livingston, President and Chief Executive Officer of Dover Corporation, has been nominated as a director candidate for election to the Board at the 2017 Annual Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and furnished herewith.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number	Description
10.1	Form of Indemnification Agreement entered into by and between the Company and each of its Directors and Executive Officers, which is incorporated herein by reference to Exhibit 10.14 to the Company's Quarterly Report on Form 10-Q for the quarter ended November 30, 2002 (File No. 001-14187).
99.1	Press Release of the Company, dated July 18, 2017, announcing the retirement of Dr. Jerry Sue Thornton from the Board, and the appointment of Julie A. Lagacy to the Board.

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 July 18, 2017

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

Chief Compliance Officer

Exhibit Index

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