

RPM INTERNATIONAL INC/DE/  
Form 8-K  
September 08, 2014

**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) September 8, 2014**

**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 2.02 Results of Operations and Financial Condition**

The disclosure furnished in Item 7.01 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 2.02.

## **Item 7.01 Regulation FD Disclosure**

In anticipation of our upcoming participation in KeyBank's Basic Materials and Packaging Conference on September 9-10, 2014, we have determined that it is advisable to inform investors that RPM International Inc. (the Company) is reaffirming its prior fiscal 2015 outlook for an earnings increase of 9% to 11%, to \$2.38 to \$2.42 per diluted share. We expect that quarterly results for fiscal 2015 will follow a different pattern compared to last year, specifically as it relates to the first quarter of fiscal 2015, with earnings per share more in line with last year's first quarter. During last year's first quarter, both Kirker and Synta, acquisitions completed in September 2012 and still adding acquired sales as we had not yet annualized their acquisition dates, had highly successful new product launches and expanded distribution into their respective markets which contributed to exceptionally strong results in the year-ago period.

This change in pattern was built into our operating plan for fiscal 2015 and was a component of RPM's current full year outlook of an earnings increase in the range of 9% to 11%, resulting in earnings per share for fiscal 2015 of \$2.38 to \$2.42. We thought it was appropriate to highlight this because it appears as though the analyst community applied our annual growth guidance evenly to each quarter of fiscal 2015.

The information contained in this Current Report on Form 8-K is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended.

This Current Report on Form 8-K contains forward-looking statements relating to our business. These forward-looking statements, or other statements made by us, are made based on our expectations and beliefs concerning future events impacting us, and are subject to uncertainties and factors (including those specified below) which are difficult to predict and, in many instances, are beyond our control. As a result, our actual results could differ materially from those expressed in or implied by any such forward-looking statements. These uncertainties and factors include (a) global markets and general economic conditions, including uncertainties surrounding the volatility in financial markets, the availability of capital and the effect of changes in interest rates, and the viability of banks and other financial institutions; (b) the prices, supply and capacity of raw materials, including assorted pigments, resins, solvents and other natural gas- and oil-based materials; packaging, including plastic containers; and transportation services, including fuel surcharges; (c) continued growth in demand for our products; (d) legal, environmental and litigation risks inherent in our construction and chemicals businesses and risks related to the adequacy of our insurance coverage for such matters; (e) the effect of changes in interest rates; (f) the effect of fluctuations in currency exchange rates upon our foreign operations; (g) the effect of non-currency risks of investing in and conducting operations in foreign countries, including those relating to domestic and international political, social, economic and regulatory factors; (h) risks and uncertainties associated with our ongoing acquisition and divestiture activities; (i) risks related to the adequacy of our contingent liability reserves; (j) risks and uncertainties associated with the SPHC bankruptcy proceedings (including the nature and extent of any objections filed to the proposed plan of reorganization); and (k) other risks detailed in our filings with the Securities and Exchange Commission, including the risk factors set forth in our Annual Report on Form 10-K for the year ended May 31, 2014, as the same may be updated from time to time. We do not undertake any obligation to publicly update or revise any forward-looking statements to reflect future events, information or circumstances that arise after the date of this Current Report on Form 8-K.

**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 September 8, 2014

/s/ Edward W. Moore  
Edward W. Moore

Senior Vice President, General Counsel and

Chief Compliance Officer