

RPM INTERNATIONAL INC/DE/
Form 424B5
October 19, 2012
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-173395

CALCULATION OF REGISTRATION FEE

| | Title of Each Class of Securities to be Registered | Proposed | |
|-----------------------|---|-------------------------------------|----------------------------------|
| | | Maximum Aggregate Offering Price | Amount of Registration Fee(1) |
| 3.450% Notes due 2022 | | \$300,000,000 | \$40,920 |

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended

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(To Prospectus dated April 8, 2011)

\$300,000,000**RPM International Inc.****3.450% Notes due 2022**

We are offering \$300 million aggregate principal amount of 3.450% Notes due 2022. RPM International Inc. will pay interest on the notes on May 15 and November 15 of each year, commencing May 15, 2013. The notes will mature on November 15, 2022. We may redeem the notes at our option, at any time or from time to time, either in whole or in part, at the redemption prices described in this prospectus supplement. See

Description of Notes Optional Redemption. If a change of control triggering event as described in this prospectus supplement occurs, unless we have exercised our option to redeem the notes, we will be required to offer to repurchase the notes at a purchase price equal to 101% of their principal amount plus accrued and unpaid interest to, but excluding, the repurchase date. See Description of Notes Change of Control Offer .

The notes will be our general unsecured obligations. The notes will rank equally with all of our current and future unsecured, unsubordinated debt and will be senior in right of payment to all of our future subordinated debt.

The notes are being offered for sale in the United States and certain jurisdictions outside the United States in which it is lawful to make such offers. The notes are a new issue of securities with no established trading market. We do not intend to apply for the listing of the notes on any securities exchange or for the quotation of the notes in any dealer quotation system.

Investing in the notes involves risks. See Risk Factors beginning on page S-11 of this prospectus supplement and Risk Factors beginning on page 4 of the accompanying prospectus.

| | Per Note | Total |
|--|-----------------|----------------|
| Public offering price (1) | 99.871% | \$ 299,613,000 |
| Underwriting discount | 0.650% | \$ 1,950,000 |
| Proceeds, before expenses, to RPM International Inc. | 99.221% | \$ 297,663,000 |

(1) Plus accrued interest from October 23, 2012 if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed on the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The notes will be delivered in book-entry form only through the facilities of The Depository Trust Company, including for the accounts of Euroclear Bank S.A./N.V., as operator of the Euroclear System, or Clearstream Banking, société anonyme, against payment in New York, New York on or about October 23, 2012.

Joint Book-Running Managers

RBS**Wells Fargo Securities***Co-Managers*

Goldman, Sachs & Co.

BofA Merrill Lynch

The date of this prospectus supplement is October 18, 2012

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You should read this prospectus supplement along with the accompanying prospectus dated April 8, 2011. This prospectus supplement and the accompanying prospectus form one single document and both contain information you should consider when making your investment decision. You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus prepared by us or on our behalf. We have not, and the underwriters have not, authorized anyone to provide you with information that is different. If the information contained in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement. The information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus prepared by us or on our behalf may only be accurate as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. Persons who come into possession of this prospectus supplement and the accompanying prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which contains the terms of this offering of notes. The second part is the accompanying prospectus dated April 8, 2011, which is part of our Registration Statement on Form S-3.

This prospectus supplement may add to, update or change the information in the accompanying prospectus. If information in this prospectus supplement is inconsistent with information in the accompanying prospectus, the information in this prospectus supplement will apply and will supersede that information in the accompanying prospectus. It is important for you to read and consider all information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus in making your investment decision.

No person is authorized to give any information or to make any representations other than those contained or incorporated by reference in this prospectus supplement or the accompanying prospectus and, if given or made, such information or representations must not be relied upon as having been authorized. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the securities described in this prospectus supplement or an offer to sell or the solicitation of an offer to buy such securities in any circumstances in which such offer or solicitation is unlawful. Neither the delivery of this prospectus supplement and the accompanying prospectus, nor any sale made hereunder, shall under any circumstances create any implication that there has been no change in our affairs since the date of this prospectus supplement, or that the information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus is correct as of any time subsequent to the date of such information.

In this prospectus supplement and the accompanying prospectus, unless otherwise stated, references to RPM, we, us, our and the Company refer to RPM International Inc. and its consolidated subsidiaries. With respect to the discussion of the terms of the notes on the cover page, in the section entitled Summary and in the section entitled Description of Notes, the words RPM, we, us, our and the Company refer only to RPM International Inc. and not to any of its subsidiaries.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission (SEC). The reports, proxy statements and other information that we file electronically with the SEC are available to the public free of charge at the SEC's website at www.sec.gov. You may also read and copy any document we file with the SEC, at prescribed rates, at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of its Public Reference Room. You can also inspect our reports, proxy statements and other information at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

We incorporate by reference into this prospectus supplement and the accompanying prospectus the information we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus supplement and the accompanying prospectus. Some information contained in this prospectus supplement and the accompanying prospectus updates the information incorporated by reference, and information that we subsequently file with the SEC will automatically update information in this prospectus supplement and accompanying prospectus, as well as our other filings with the SEC. In other words, in the case of a conflict or inconsistency between information in this prospectus supplement and the accompanying prospectus and/or information incorporated by reference, you should rely on the information contained in the document that was filed later. We incorporate by reference the documents listed below and any filings we make with the SEC under

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Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), after the initial filing of this prospectus supplement and prior to the time that we sell all the securities offered under this prospectus supplement, other than the portions of such documents that by statute, by designation in such documents, or otherwise are not deemed to be filed with the SEC or are not required to be incorporated herein by reference:

Annual report on Form 10-K for the year ended May 31, 2012;

Quarterly report on Form 10-Q for the quarter ended August 31, 2012;

Current report on Form 8-K filed on July 6, 2012; and

Current report on Form 8-K filed on October 9, 2012.

We will provide to each person, including any beneficial owner, to whom this prospectus supplement is delivered any or all of these filings (other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing) at no cost, upon written or oral request. You may request these documents by writing to or telephoning us at the following address and number:

Corporate Secretary

RPM International Inc.

2628 Pearl Road

P.O. Box 777

Medina, Ohio 44258

(330) 273-5090

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus (including the information incorporated by reference herein and therein) contain forward-looking statements. These statements relate to our plans, expectations, estimates and beliefs of future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from those expressed or implied by any forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as may, will, could, would, should, expect, plan, anticipate, target, believe, estimate, predict, potential, pro forma, seek or continue or the negative of those terms or other comparable terminology. These statements are only predictions and we can give no assurance that such expectations will prove to be correct. Some of the things that could cause our actual results to differ substantially from our expectations are:

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;

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;

continued growth in demand for our products;

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;

the effect of changes in interest rates;

the effect of fluctuations in currency exchange rates upon our foreign operations;

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;

risks and uncertainties associated with our ongoing acquisition and divestiture activities;

risks related to the adequacy of our contingent liability reserves;

risks and uncertainties associated with the Specialty Products Holding Corp. (SPHC) bankruptcy proceedings; and

other factors referenced in this prospectus supplement and the accompanying prospectus, including those set forth under the caption Risk Factors, and in our filings with the SEC, including those set forth or discussed in the Risk Factors and Management s Discussion and Analysis sections of those reports.

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We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this prospectus supplement to conform them to actual results. All of the forward-looking statements are qualified in their entirety by reference to the factors discussed in and incorporated by reference into the section captioned Risk Factors, and by any cautionary language, in this prospectus supplement and the accompanying prospectus. We caution you that these risk factors may not be exhaustive. We operate in a continually changing business environment, and new risk factors emerge from time to time. We cannot predict such new risk factors, nor can we assess the impact, if any, of such new risk factors on our businesses or the extent to which any factor or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this prospectus supplement and the accompanying prospectus or in documents incorporated by reference therein might not occur.

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SUMMARY

The following summary is qualified in its entirety by the more detailed information included elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. Because this is a summary, it may not contain all the information that may be important to you. You should read the entire prospectus supplement and the accompanying prospectus as well as the documents incorporated by reference before making an investment decision.

The Company

Our subsidiaries manufacture, market and sell various specialty chemical product lines, including high-quality specialty paints, protective coatings, roofing systems, sealants and adhesives, focusing on the maintenance and improvement needs of both the industrial and consumer markets. Our family of products includes those marketed under brand names such as API, Carboline, DAP, Dri-Eaz, EUCO, Fibergrate, Flecto, Flowcrete, Grupo PV, Hummervoll, Universal Sealants, illbruck, Rust-Oleum, Stonhard, Tremco, Watco and Zinsser. As of May 31, 2012, our subsidiaries marketed products in approximately 150 countries and territories and operated manufacturing facilities in approximately 82 locations in the United States, Argentina, Australia, Belgium, Canada, Chile, Colombia, France, Germany, India, Italy, Malaysia, Mexico, The Netherlands, Norway, South Africa, Spain, Sweden, the United Arab Emirates and the United Kingdom. Approximately 43% of our sales are generated in international markets through a combination of exports and direct sales in foreign countries. For the fiscal year ended May 31, 2012, we recorded net sales of \$3.8 billion.

Our business is divided into two reportable segments: the industrial reportable segment (industrial segment) and the consumer reportable segment (consumer segment). Within each reportable segment, we aggregate several operating segments which comprise individual reporting units and product lines that generally address common markets, utilize similar technologies and are able to share manufacturing or distribution capabilities. The industrial segment (RPM Building Solutions Group, RPM Performance Coatings Group and RPM2 Group), which comprised approximately 67% of our total net sales for the fiscal year ended May 31, 2012 and for the three months ended August 31, 2012, includes maintenance and protection products for roofing and waterproofing systems, flooring, corrosion control and other specialty applications. The consumer segment (Rust-Oleum Group and DAP Group) comprised approximately 33% of our total net sales for the fiscal year ended May 31, 2012 and for the three months ended August 31, 2012, and includes rust-preventative, special purpose and decorative paints, caulks, sealants, primers and other branded consumer products.

On May 31, 2010, Bondex International, Inc. and its parent, SPHC, voluntarily filed Chapter 11 reorganization proceedings in the United States Bankruptcy Court for the District of Delaware. SPHC is our wholly owned subsidiary. In accordance with Accounting Standards Codification 810, when a subsidiary becomes subject to the control of a government, court, administrator, or regulator, deconsolidation of that subsidiary is generally required. We have therefore deconsolidated SPHC and its subsidiaries from our balance sheet as of May 31, 2010, and have eliminated the results of SPHC's operations from our results of operations beginning on that date.

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Industrial Segment

Our industrial segment products are sold throughout North America and also account for the majority of our international sales. Our industrial product lines are sold directly to contractors, distributors and end-users, such as owners of industrial manufacturing facilities, public institutions and other commercial customers. Our industrial segment generated \$2.5 billion in net sales for the fiscal year ended May 31, 2012 and \$703.3 million in net sales for the three months ended August 31, 2012 and includes the following major product lines and brand names:

RPM Building Solutions Group:

waterproofing and institutional roofing systems used in building protection, maintenance and weatherproofing applications marketed under our Tremco, Republic and Vulkem brand names;

sealants, tapes and foams that seal and insulate joints in various construction assemblies marketed under our Tremco, illbruck, Dymeric and Spectrem brand names;

new residential home weatherization systems marketed under our Tuff-N-Dri, Watchdog Waterproofing and Enviro-Dri brand names;

specialized roofing and building maintenance and related services marketed by our Weatherproofing Technologies subsidiary;

highly insulated building cladding materials (Exterior Insulating and Finishing Systems, EIFS) and related accessories marketed under our FEMA brand;

specialty industrial adhesives and sealants marketed under our Pactan brand name; and

concrete and masonry additives and related construction chemicals marketed under our EUCO, Increte, PSI and Tamms brand names.

RPM Performance Coatings Group:

high-performance polymer flooring systems for industrial, institutional and commercial facilities, as well as offshore and marine structures and cruise, ferry and navy ships marketed under our Stonhard, Flowcrete, Hummervoll and API brand names;

industrial and commercial tile systems marketed under our Lock-Tile and Ecoloc brand names;

fiberglass reinforced plastic gratings and shapes used for industrial platforms, staircases and walkways marketed under our Fibergrate, Chemgrate, Corgrate and Safe-T-Span brand names;

high-performance, heavy-duty corrosion-control coatings, containment linings, fireproofing and soundproofing products and heat and cryogenic insulation products for a wide variety of industrial infrastructure applications marketed under our Carboline, Nullifire, Grupo PV, A/D Fire, Thermo-Lag, Plasite and Perlifoc brand names; and

specialty construction products including bridge expansion joints, bridge deck and parking deck membranes, curb and channel drains, highway markings, protective coatings and concrete repair marketed under our Universal Sealants, BridgeCare, StructureCare, Pitchmastic, Nufins, Visul, EnviroKerb, EnviroChannel, EnviroDeck, EnviroGrate and Epoplex brand names.

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RPM2 Group:

fluorescent colorants and pigments marketed under our Radiant and Dane Color brand names;

waterproofing and flooring products marketed under our RPM Belgium brand names;

waterproofing and concrete repair products marketed under our Vandex brand name;

shellac-based-specialty coatings for industrial and pharmaceutical uses, edible glazes and food coatings marketed under our Mantrose-Haeuser and NatureSeal brand names;

EIFS marketed in the U.K. and Canada under the Dryvit brand name;

fire and water damage restoration products marketed under the Dri-Eaz, Microban, Unsmoke and Odorx brand names; and

professional carpet cleaning and disinfecting products marketed under the Sapphire brand name.

Consumer Segment

Our consumer segment manufactures and markets professional use and do-it-yourself (DIY) products for a variety of mainly consumer applications, including home improvement and personal leisure activities. Our consumer segment's major manufacturing and distribution operations are located primarily in North America, along with a few locations in Europe and Australia. Consumer segment products are sold directly to mass merchandisers, home improvement centers, hardware stores, paint stores, craft shops and to other smaller customers through distributors. Our consumer segment generated \$1.2 billion in net sales in the fiscal year ended May 31, 2012 and \$343.4 million in net sales for the three months ended August 31, 2012 and is composed of the following major product lines and brand names:

Rust-Oleum Group:

a broad line of coating products to protect and decorate a wide variety of surfaces for the DIY and professional markets which are sold under several key Rust-Oleum brand names, including Stops Rust, American Accents, Painter's Touch, Specialty, Professional, Universal, Varathane, Watco, Epoxy Shield, Industrial Choice, Labor Saver, Road Warrior, Sierra Performance, Hard Hat, Mathys, CombiColor, Noxyde, Blackfriar, HiChem and MultiSpec. In addition, Rust-Oleum branded products in Canada are marketed under the Rust-Oleum, Tremclad, Varathane and Zinsser brand names;

a broad line of specialty products targeted to solve problems for the paint contractor and the DIYer for applications that include surface preparation, mold and mildew prevention, wallpaper removal and application, and waterproofing, under our Zinsser, B-I-N, Bulls Eye 1-2-3, Cover-Stain, DIF, FastPrime, Sealcoat, Jomax, Gardz, Perma White, Shieldz, Watertite, Okon, Parks, Papertiger and Walworks brand names;

deck and fence restoration products marketed by our Wolman Wood Care Products business;

metallic and faux finish coatings marketed under our Modern Masters brand name; and

an assortment of other products, including hobby paints and cements marketed under our Testors brand name.

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DAP Group:

a complete line of caulks, sealants, adhesives, insulating foam, spackling, glazing, and other general patch and repair products for home improvement and construction marketed through a wide assortment of DAP branded products, including 33 , 53 , 1012 , 4000, 7000, Alex, Alex Fast Dry, Alex Plus, Alex Ultra, Beats The Nail, Blend-Stick, Blockade, Butyl-Flex, Caulk-Be-Gone, Crack Shot, Custom-Patch, DAP 3.0 IS ALL YOU NEED TO KNOW, DAP CAP, DAPtex Plus, DryDex, Dynaflex 230, Dynagrip, Elastopatch, Fast N Final, Kwik Foam, Kwik Seal, Kwik Seal Plus, Mono, Patch Stick, Patch-N-Paint, Plastic Wood, Presto Patch, Quick Plug, Rely-On, Seal N Peel, SIDE Winder, Silicone Plus, StrongStik, Weldwood and Phenoseal, which is a brand of Gloucester Company Inc., which is a subsidiary of DAP Products Inc.

Recent Developments

In June 2012, we completed the acquisition of Viapol Ltda. (Viapol), a leading manufacturer and marketer of building materials and construction products based in Cacapava, Brazil. Results from Viapol are reported under the industrial segment s RPM Building Solutions Group.

In September 2012, we completed the acquisitions of Kirker Enterprises, Inc., a manufacturer of nail care enamels, coatings components and related products for the personal care industry, and of Synta, Inc., a producer and marketer of innovative and unique exterior wood deck and concrete restoration systems.

Our principal executive offices are at 2628 Pearl Road, P.O. Box 777, Medina, Ohio 44258, and our telephone number is (330) 273-5090.

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The Offering

| | |
|---|--|
| Issuer | RPM International Inc. |
| Securities Offered | \$300 million aggregate principal amount of 3.450% Notes due 2022. |
| Maturity | November 15, 2022. |
| Interest Rate | The notes will bear interest at a rate of 3.450% per year payable semiannually in arrears on May 15 and November 15 of each year, commencing on May 15, 2013. |
| Ranking | <p>The notes will be our general unsecured obligations. The notes will rank equally with all of our other current and future unsecured, unsubordinated debt and senior in right of payment to all of our future subordinated debt. The notes will be effectively subordinated to:</p> <p style="padding-left: 40px;">any of our secured debt to the extent of the assets securing that debt; and</p> <p style="padding-left: 40px;">all debt for money borrowed and other liabilities of our subsidiaries to the extent of the assets of those subsidiaries.</p> |
| Covenants | <p>The notes contain covenants that will limit our ability to:</p> <p style="padding-left: 40px;">incur some liens securing debt;</p> <p style="padding-left: 40px;">engage in some sale-leaseback transactions; and</p> <p style="padding-left: 40px;">enter into some consolidations, mergers or transfers of substantially all of our assets.</p> |
| Repurchase at the Option of Holders Upon a Change of Control Triggering Event | If we experience a Change of Control Triggering Event (as defined in Description of Notes Change of Control), we will be required, unless we have exercised our right to redeem the notes, to offer to purchase the notes at a purchase price equal to 101% of their principal amount plus accrued and unpaid interest to, but excluding, the repurchase date. |
| Optional Redemption | Prior to August 15, 2022 (the date that is three months prior to the maturity date of the notes), the notes will be redeemable at our option, at any time in whole or from time to |

time in part, at a redemption price equal to the greater of (1) 100% of the principal amount of the notes to be redeemed and (2) the sum of the present values of the remaining scheduled payments of principal and interest thereon discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 25 basis points, plus accrued and

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unpaid interest. On or after August 15, 2022 (the date that is three months prior to the maturity date of the notes), the notes will be redeemable at our option, at any time in whole or from time to time in part, at a redemption price equal to 100% of the principal amount of the notes to be redeemed plus accrued and unpaid interest thereon to, but excluding, the redemption date. See [Description of Notes](#) [Optional Redemption](#).

Sinking Fund

None.

Use of Proceeds

We intend to use the net proceeds from the sale of the notes to repay a portion of the outstanding borrowings under our revolving credit facility. The outstanding borrowings under the revolving credit facility were made to provide working capital and to fund acquisitions over the past twelve months. See [Use of Proceeds](#) in this prospectus supplement.

Conflicts of Interest

Because at least five percent of the net proceeds of this offering, not including the underwriting discounts, will be used to reduce or to retire the balance of a credit facility extended, in part, by affiliates of RBS Securities Inc., Wells Fargo Securities, LLC, Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, such underwriters are deemed to have a conflict of interest under Rule 5121 of the Financial Industry Regulatory Authority. Accordingly, this offering will be made in compliance with the applicable provisions of Rule 5121. Under Rule 5121, the appointment of a qualified independent underwriter is not necessary in connection with this offering, because the offering is of a class of securities that is rated investment grade, as defined in Rule 5121. See [Underwriting \(Conflicts of Interest\)](#) [Conflicts of Interest](#).

Denominations and Form

We will issue the notes of each series in the form of one or more fully registered global notes registered in the name of the nominee of The Depository Trust Company (DTC). The notes will be issued in minimum denominations of \$2,000 and in integral multiples of \$1,000 in excess thereof.

No Listing

We do not intend to apply for the listing of the notes on any securities exchange or for the quotation of the notes in any dealer quotation system.

Additional Issuances

We may reopen this series of notes and issue an unlimited principal amount of additional notes in the future. See [Description of Notes](#) in this prospectus supplement and [Description of Debt Securities](#) [General](#) in the accompanying prospectus.

Risk Factors

An investment in the notes involves risks. You should carefully consider the information set forth in the section of this prospectus supplement entitled [Risk Factors](#) beginning on page S-11, as well as other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus before deciding whether to invest in the notes.

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The following information sets forth summary historical consolidated financial information of RPM International Inc. for the periods presented. We derived the summary historical consolidated financial information presented below for each of the five fiscal years in the period ended May 31, 2012 from our audited consolidated financial statements and our 2012 Annual Report to Stockholders. The information as of and for the three months ended August 31, 2011 and August 31, 2012 was derived from our unaudited interim consolidated financial statements and includes, in the opinion of management, all normal and recurring adjustments necessary to present fairly the information for such periods. The results of operations for the three months ended August 31, 2011 and August 31, 2012 are not necessarily indicative of the results to be expected for the fiscal year ending May 31, 2013.

You should read the financial information presented below in conjunction with the respective audited and unaudited consolidated financial statements and related notes, Management's Discussion and Analysis of Results of Operations and Financial Condition and other financial information contained in our Annual Report on Form 10-K for the year ended May 31, 2012 and our Quarterly Report on Form 10-Q for the quarter ended August 31, 2012, which are incorporated by reference in this prospectus supplement and the accompanying prospectus. See the section entitled "Where You Can Find More Information" in this prospectus supplement.

| | Fiscal Years Ended May 31, | | | | | Three Months Ended August 31, | |
|--|---|------------|------------|------------|------------|-------------------------------|------------|
| | 2008 | 2009 | 2010 | 2011 | 2012 | 2011 | 2012 (f) |
| | (In millions, except per share amounts and percentages) | | | | | | |
| Statement of Operations Data: | | | | | | | |
| Net sales | \$ 3,643.8 | \$ 3,368.2 | \$ 3,412.7 | \$ 3,381.8 | \$ 3,777.4 | \$ 985.9 | \$ 1,046.7 |
| Cost of sales | 2,145.3 | 2,015.1 | 1,977.3 | 1,980.9 | 2,235.2 | 576.3 | 612.8 |
| Gross profit | 1,498.5 | 1,353.1 | 1,435.4 | 1,400.9 | 1,542.2 | 409.6 | 433.9 |
| Selling, general and administrative expenses (a) | 1,128.1 | 1,099.8 | 1,110.1 | 1,058.5 | 1,155.7 | 273.9 | 311.0 |
| Asbestos charges | 288.1 | | | | | | |
| Goodwill and other intangible asset impairment | | 15.5 | | | | | |
| Net loss upon deconsolidation of SPHC | | | 7.9 | | | | |
| Other (income) expense, net | (3.7) | (3.3) | (2.8) | (2.4) | | | |