

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

RPM INTERNATIONAL INC/DE/

CIK: **110621** | IRS No.: **020642224** | State of Incorpor.: **DE** | Fiscal Year End: **0531**
Type: **8-K** | Act: **34** | File No.: **001-14187** | Film No.: **10870166**
SIC: **2851** Paints, varnishes, lacquers, enamels & allied prods

Mailing Address
2628 PEARL RD
P O BOX 777
MEDINA OH 44258

Business Address
2628 PEARL RD
P O BOX 777
MEDINA OH 44258
3302735090

**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): June 1, 2010

RPM INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

Delaware	1-14187	02-0642224
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
P.O. Box 777, 2628 Pearl Road, Medina, Ohio		44258
(Address of principal executive offices)		(Zip Code)

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

Not Applicable

(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))
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Item 2.02. Results of Operations and Financial Condition.

During an RPM International Inc. (“Company”) investor conference call presentation on June 1, 2010, Frank C. Sullivan, Chairman and Chief Executive Officer, referred to a slide describing anticipated fiscal year 2010 results. A copy of the slide is furnished with this report as Exhibit 99.1. All information in the slide and this report is furnished and shall not be deemed “filed” with the Securities and Exchange Commission for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that Section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent the Company specifically incorporated it by reference.

Mr. Sullivan’s remarks concerning anticipated fiscal year 2010 results are “forward-looking statements.” These forward-looking statements are made based on expectations and beliefs concerning future events impacting the Company, 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, 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, including for asbestos-related claims and warranty obligations; and (j) 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, 2009, as the same may be updated from time to time. The Company does 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 report.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Slide from the June 1, 2010 Presentation of Frank C. Sullivan, Chairman and Chief Executive Officer of the Company.

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.

Date: June 1, 2010

/s/ Edward W. Moore

Edward W. Moore

Vice President, General Counsel and Secretary

Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
99.1	Slide from the June 1, 2010 Presentation of Frank C. Sullivan, Chairman and Chief Executive Officer of the Company.

Transaction Impact

#16



- RPM FY2010 Expectations
 - Expect full year revenues of approximately \$3.4 billion
 - Earnings per share in the \$1.30 - \$1.45 range
 - Strong cash flow from operations of approximately \$200 million
 - Liquidity of approximately \$700 million
 - RPM International Inc. audited results will be released on July 26, 2010
- Results of Specialty Products Holding Corp. "deconsolidation" from RPM International as of May 31, 2010
 - Asbestos Liability Reserve goes with Chapter 11 bankrupt entity
 - FY2010 proforma revenues would decline from \$3.4 billion to \$3.1 billion
 - FY2010 proforma earnings per share decline by 10¢
 - FY2010 pre-tax proforma cash flow increase by approximately \$50 million
 - SPHC accounted for by "cost method"

June 1, 2010