

RPM INTERNATIONAL INC/DE/  
Form FWP  
May 27, 2015

**Issuer Free Writing Prospectus**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-195132**

**Supplementing the Preliminary**

**Prospectus Supplement dated May 26, 2015**

**(To Prospectus dated April 8, 2014)**

**\$250,000,000**

**RPM International Inc.**

**\$250,000,000 5.250% Notes due 2045**

***Final Term Sheet***

*The following information supplements the Preliminary Prospectus Supplement dated May 26, 2015, and is filed pursuant to Rule 433, under Registration No. 333-195132.*

**May 26, 2015**

<b>Issuer:</b>	RPM International Inc.
<b>Ratings (Moody's / S&amp;P / Fitch):*</b>	Baa3 (Stable) / BBB (Stable) / BBB- (Stable)
<b>Type of Offering:</b>	SEC Registered
<b>Trade Date:</b>	May 26, 2015
<b>Settlement Date (T+3):</b>	May 29, 2015
<b>Change of Control Offer:</b>	If a change of control triggering event occurs, the Issuer will be required, subject to certain conditions, to offer to repurchase the Notes at a purchase price equal to 101% of the principal amount, plus accrued and unpaid interest to, but excluding, the repurchase date (all as described in the Issuer's Preliminary Prospectus Supplement dated May 26, 2015 relating to the Notes).
<b>Denominations:</b>	\$2,000 × \$1,000
<b>Joint Book-Running Managers:</b>	Merrill Lynch, Pierce, Fenner & Smith  Incorporated  Santander Investment Securities Inc.

<b>Co-Managers:</b>	KeyBanc Capital Markets Inc. Mitsubishi UFJ Securities (USA), Inc. RBS Securities Inc. Scotia Capital (USA) Inc. <u>5.250% Notes due 2045</u>
<b>Aggregate Principal Amount Offered:</b>	\$250,000,000
<b>Maturity Date:</b>	June 1, 2045
<b>Interest Payment Dates:</b>	Semi-annually on June 1 and December 1, beginning on December 1, 2015
<b>Coupon:</b>	5.250%
<b>Price to Public (Issue Price):</b>	99.401% of principal amount
<b>Yield to Maturity:</b>	5.290%
<b>Benchmark Treasury:</b>	UST 2.500% due February 15, 2045
<b>Benchmark Treasury Price / Yield:</b>	91-25 / 2.915%
<b>Spread to Benchmark Treasury:</b>	2.375% (237.5 basis points)

**Optional Redemption:**

The Notes will be redeemable at the Issuer's option, at any time in whole or from time to time in part, prior to December 1, 2044 (six months prior to the maturity date of the Notes), at a redemption price equal to (A) the greater of (i) 100% of the principal amount of such Notes and (ii) the sum of the present values of the remaining scheduled payments of principal and interest on such Notes discounted to the redemption date on a semi-annual basis at the Treasury Rate plus .35% (35 basis points), plus (B) accrued and unpaid interest to (but excluding) the redemption date.

At any time on or after December 1, 2044 (six months prior to the maturity date of the Notes), the Notes will be redeemable, at any time in whole or from time to time in part, at the Issuer's option at par plus accrued and unpaid interest thereon to but excluding the redemption date.

**CUSIP / ISIN Number:**

749685 AU7 / US749685AU73

**\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The issuer has filed a registration statement (including a prospectus) with the Securities Exchange Commission ( SEC ) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer, or any underwriter or any dealer participating in the offering, will arrange to send you the prospectus if you request it by calling or e-mailing Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at (800) 294-1322 or [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com) or by calling Santander Investment Securities Inc. at (855) 403-3636.**