

RPM INTERNATIONAL INC/DE/  
Form FWP  
February 27, 2017

**Issuer Free Writing Prospectus**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-195132**

**Supplementing the Preliminary**

**Prospectus Supplement dated February 27, 2017**

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

**\$450,000,000**

**RPM International Inc.**

**\$400,000,000 3.750% Notes due 2027**

**\$50,000,000 5.250% Notes due 2045**

***Final Term Sheet***

*The following information supplements the Preliminary Prospectus Supplement dated February 27, 2017, and is filed pursuant to Rule 433, under Registration No. 333-195132.*

**February 27, 2017**

|  |   |
|--|---|
| <b>Issuer:</b>                               | RPM International Inc.  |
| <b>Ratings (Moody's / S&amp;P / Fitch):*</b> | Baa3 (Positive) / BBB (Stable) /<br>BBB (Stable)  |
| <b>Type of Offering:</b>                     | SEC Registered  |
| <b>Trade Date:</b>                           | February 27, 2017   |
| <b>Settlement Date (T+3):</b>                | March 2, 2017   |
| <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 |

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February 27, 2017 relating to the Notes).

**Denominations:** \$2,000 x \$1,000

**Joint Book-Running Managers:** Merrill Lynch, Pierce, Fenner & Smith

Incorporated

**Co-Managers:** Wells Fargo Securities, LLC  
Citizens Capital Markets, Inc.

Goldman, Sachs & Co.

MUFG Securities Americas Inc.

3.750% Notes due 2027

5.250% Notes due 2045

**Aggregate Principal Amount Offered:** \$400,000,000 \$50,000,000

**Maturity Date:** March 15, 2027 June 1, 2045

**Interest Payment Dates:** Semi-annually on March 15 and September 15, beginning on September 15, 2017  
Semi-annually on June 1 and December 1, beginning on June 1, 2017

Initial interest payment on the 2045 notes to include accrued interest from, and including December 1, 2016.

|  |  |   |
|--|--|---|
| <b>Coupon:</b>                           | 3.750%   | 5.250%  |
| <b>Price to Public (Issue Price):</b>    | 99.858% of principal amount  | 106.232% of principal amount plus an aggregate of \$663,541.67 of accrued interest  |
| <b>Yield to Maturity:</b>                | 3.767%   | 4.839%  |
| <b>Benchmark Treasury:</b>               | UST 2.250% due February 15, 2027   | UST 2.875% due November 15, 2046  |
| <b>Benchmark Treasury Price / Yield:</b> | 98-31 / 2.367%   | 97-24+ / 2.989%   |
| <b>Spread to Benchmark Treasury:</b>     | 1.400% (140 basis points)  | 1.850% (185 basis points)   |
| <b>Optional Redemption:</b>              | 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 15, 2026 (three 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 0.250% (25 basis points), plus (B) accrued and unpaid interest to (but excluding) the redemption date. | 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 0.350% (35 basis points), plus (B) accrued and unpaid interest to (but excluding) the redemption date. |
|  | At any time on or after December 15, 2026 (three 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.  | 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.  |
| <b>CUSIP / ISIN Number:</b>              | 749685 AV5 / US749685AV56  | 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 1-800-294-1322 or [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com) or by calling Wells Fargo Securities, LLC at 1-800-645-3751.**