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RPM INTERNATIONAL INC/DE/  
Form 8-K  
May 09, 2003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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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): May 7, 2003  
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RPM INTERNATIONAL INC.

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(Exact name of registrant as specified in its charter)

Delaware	1-14187	02-0642224
----- (State or other jurisdiction of incorporation)	----- (Commission File Number)	----- (I.R.S. Employer Identification No.)

2628 Pearl Road, P.O. Box 777, Medina, Ohio	44258
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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (330) 273-5090  
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ITEM 5. OTHER EVENTS

On May 7, 2003, RPM International Inc. (the "Company") announced it was seeking to raise, subject to certain conditions, approximately \$125 million through a private offering of senior convertible notes. The Company also announced that it may raise up to an additional \$25 million if the initial purchasers of the notes exercise their right to acquire additional notes in connection with the offering. The press release announcing the private offering is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On May 8, 2003, the Company announced that it had priced the private

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offering of \$248 million in aggregate principal amount at maturity of 2.75 percent senior convertible notes due 2033, resulting in \$125 million gross proceeds to RPM. Each note will be issued at a price of \$505.19 and is convertible into the Company's common stock at a conversion ratio of 27.0517 shares per \$1,000 principal amount at maturity of the notes. The press release announcing the pricing of the private offering is filed as Exhibit 99.2 to this Current Report and is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

- (a) Not applicable
- (b) Not applicable
- (c) Exhibits.

Number	Description
99.1	News Release, dated May 7, 2003
99.2	New Release, dated May 8, 2003

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SIGNATURE

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: May 9, 2003

By: /s/ P. Kelly Tompkins

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P. Kelly Tompkins  
Senior Vice President, General Counsel  
and Secretary

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EXHIBIT INDEX

Exhibit	Description of Exhibit
99.1	News Release, dated May 7, 2003

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99.2

New Release, dated May 8, 2003

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