

RPM INTERNATIONAL INC/DE/

Form 10-Q/A

January 29, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549  
FORM 10-Q/A  
(Amendment No. 1)

- Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended November 30, 2007, or
- Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_.  
Commission File No. 1-14187  
RPM International Inc.

(Exact name of Registrant as specified in its charter)

DELAWARE

02-0642224

(State or other jurisdiction of incorporation or organization)

(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, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of January 4, 2008

121,782,386 Shares of RPM International Inc. Common Stock were outstanding.



**EXPLANATORY NOTE**

This Amendment No. 1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended November 30, 2007, originally filed January 9, 2008 (the Original Quarterly Report), is being filed solely to amend Part II, Item 4. This Amendment No. 1 speaks as of the original filing date of the Original Quarterly Report and does not reflect events occurring after the filing date of the Original Quarterly Report, or modify or update the disclosures therein in any way other than as required to amend Part II, Item 4. No revisions have been made to the Registrant's financial statements contained in the Original Quarterly Report.

**PART II: OTHER INFORMATION****Item 4. Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Stockholders of RPM International Inc. was held on October 4, 2007. As previously disclosed in the Company's Quarterly Report on Form 10-Q for the period ended August 31, 2007, and in Exhibit 99.1 thereto, the following matters were voted on at the Annual Meeting and received the approval of the Company's stockholders:

**1. Election of David A. Daberko, William A. Papenbrock, Frank C. Sullivan and Thomas C. Sullivan as Directors of the Company. The nominees were elected as Directors with the following votes:****David A. Daberko**

|                  |             |
|------------------|-------------|
| For              | 107,355,267 |
| Withheld         | 1,435,806   |
| Broker non-votes | 0           |

**William A. Papenbrock**

|                  |             |
|------------------|-------------|
| For              | 106,289,141 |
| Withheld         | 2,501,931   |
| Broker non-votes | 0           |

**Frank C. Sullivan**

|                  |             |
|------------------|-------------|
| For              | 106,332,991 |
| Withheld         | 2,458,082   |
| Broker non-votes | 0           |

**Thomas C. Sullivan**

|                  |             |
|------------------|-------------|
| For              | 106,019,260 |
| Withheld         | 2,771,812   |
| Broker non-votes | 0           |

In addition to the Directors above, the following Directors' terms of office continued after the Annual Meeting of Stockholders: Frederick R. Nance, Charles A. Ratner, William B. Summers, Jr., Dr. Jerry Sue Thornton, Bruce A. Carbonari, James A. Karman, Donald K. Miller and Joseph P. Viviano.

**2. The proposal to approve and adopt the RPM International Inc. Amended and Restated 1995 Incentive Compensation Plan was approved with the following votes:**

|                  |            |
|------------------|------------|
| For              | 96,645,538 |
| Against          | 11,335,504 |
| Abstain          | 810,028    |
| Broker non-votes | 0          |

**3. The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending May 31, 2008 was approved with the following votes:**

|                  |             |
|------------------|-------------|
| For              | 107,856,831 |
| Against          | 546,090     |
| Abstain          | 388,149     |
| Broker non-votes | 0           |

For information on how the votes for the above matters were tabulated, see the Company's definitive Proxy Statement used in connection with the Annual Meeting of Stockholders on October 4, 2007.

**Item 6. Exhibits**

**Exhibit Number Description**

- 31.1 Rule 13a-14(a) Certification of the Company's Chief Executive Officer. (x)
  - 31.2 Rule 13a-14(a) Certification of the Company's Chief Financial Officer. (x)
  - 32.1 Section 1350 Certification of the Company's Chief Executive Officer. (x)
  - 32.2 Section 1350 Certification of the Company's Chief Financial Officer. (x)
- (x) Filed herewith.
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**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 thereunto duly authorized.**

**RPM International Inc.**

**By /s/ Frank C. Sullivan  
Frank C. Sullivan  
President and Chief Executive Officer**

**By /s/ Ernest Thomas  
Ernest Thomas  
Senior Vice President and Chief  
Financial Officer**

**Dated: January 29, 2008**