UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended November 30, 2020,

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 **(State or other jurisdiction of incorporation or organization)**	**02-0642224** **(IRS Employer Identification No.)**
P.O. BOX 777; **2628 PEARL ROAD;** **MEDINA, OHIO** **(Address of principal executive offices)**	**44258** **(Zip Code)**

(330) 273-5090

(Registrant's telephone number including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.01	**RPM**	**New York Stock Exchange**

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 has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒.

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13, or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☐ No ☒.

As of January 4, 2021, the registrant had 130,102,785 shares of common stock, $0.01 par value per share, outstanding.

RPM INTERNATIONAL INC. AND SUBSIDIARIES*

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* As used herein, the terms "RPM" and the "Company" refer to RPM International Inc. and its subsidiaries, unless the context indicates otherwise.

PART I. – FINANCIAL INFORMATION
ITEM 1. ***FINANCIAL STATEMENTS***
RPM INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands, except per share amounts)

	November 30, 2020	May 31, 2020
Assets		
Current Assets		
Cash and cash equivalents	$ 272,945	$ 233,416
Trade accounts receivable (less allowances of $53,542 and $55,847, respectively)	1,081,841	1,137,957
Inventories	829,617	810,448
Prepaid expenses and other current assets	268,029	241,608
Total current assets	2,452,432	2,423,429
Property, Plant and Equipment, at Cost	1,851,794	1,755,190
Allowance for depreciation	(962,395)	(905,504)
Property, plant and equipment, net	889,399	849,686
Other Assets		
Goodwill	1,300,777	1,250,066
Other intangible assets, net of amortization	620,399	584,380
Operating lease right-of-use assets	297,695	284,491
Deferred income taxes	37,154	30,894
Other	192,352	208,008
Total other assets	2,448,377	2,357,839
Total Assets	$ 5,790,208	$ 5,630,954
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable	$ 540,678	$ 535,311
Current portion of long-term debt	75,709	80,890
Accrued compensation and benefits	161,515	185,531
Accrued losses	23,717	20,021
Other accrued liabilities	331,074	271,827
Total current liabilities	1,132,693	1,093,580
Long-Term Liabilities		
Long-term debt, less current maturities	2,224,627	2,458,290
Operating lease liabilities	256,045	244,691
Other long-term liabilities	560,749	510,175
Deferred income taxes	65,651	59,555
Total long-term liabilities	3,107,072	3,272,711
Commitments and contingencies (Note 13)		
Stockholders' Equity		
Preferred stock, par value $0.01; authorized 50,000 shares; none issued	—	—
Common stock, par value $0.01; authorized 300,000 shares; issued 144,056 and outstanding 130,106 as of November 30, 2020; issued 143,261 and outstanding 129,511 as of May 31, 2020	1,301	1,295
Paid-in capital	1,035,539	1,014,428
Treasury stock, at cost	(595,851)	(580,117)
Accumulated other comprehensive (loss)	(649,819)	(717,497)
Retained earnings	1,756,571	1,544,336
Total RPM International Inc. stockholders' equity	1,547,741	1,262,445
Noncontrolling Interest	2,702	2,218
Total equity	1,550,443	1,264,663
Total Liabilities and Stockholders' Equity	$ 5,790,208	$ 5,630,954

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

RPM INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(In thousands, except per share amounts)

	Three Months Ended		Six Months Ended	
	November 30, 2020	**November 30, 2019**	**November 30, 2020**	**November 30, 2019**
Net Sales	**$ 1,485,915**	**$ 1,401,292**	**$ 3,092,586**	**$ 2,874,056**
Cost of Sales	899,743	871,894	1,852,759	1,769,904
Gross Profit	586,172	529,398	1,239,827	1,104,152
Selling, General and Administrative Expenses	399,418	403,357	795,370	803,923
Restructuring Charges	4,918	4,801	9,151	11,423
Interest Expense	21,266	26,341	43,011	54,658
Investment (Income), Net	(9,519)	(8,805)	(22,281)	(14,190)
Other Expense, Net	3,133	1,951	6,251	3,736
Income Before Income Taxes	166,956	101,753	408,325	244,602
Provision for Income Taxes	39,072	24,431	99,655	60,784
Net Income	127,884	77,322	308,670	183,818
Less: Net Income Attributable to Noncontrolling Interests	225	292	416	600
Net Income Attributable to RPM International Inc. Stockholders	**$ 127,659**	**$ 77,030**	**$ 308,254**	**$ 183,218**
Average Number of Shares of Common Stock Outstanding:				
Basic	**128,500**	**128,393**	**128,459**	**128,639**
Diluted	**129,090**	**129,079**	**129,078**	**129,294**
Earnings per Share of Common Stock Attributable to RPM International Inc. Stockholders:				
Basic	**$ 0.98**	**$ 0.60**	**$ 2.38**	**$ 1.42**
Diluted	**$ 0.98**	**$ 0.59**	**$ 2.37**	**$ 1.41**

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

RPM INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(In thousands)

	Three Months Ended		Six Months Ended	
	November 30, 2020	**November 30, 2019**	**November 30, 2020**	**November 30, 2019**
Net Income	$ 127,884	$ 77,322	$ 308,670	$ 183,818
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments (net of tax of $81; $0 $2,944 and $0, respectively)	12,495	20,967	77,162	(7,467)
Pension and other postretirement benefit liability adjustments (net of tax of $1,722; $1,015; $2,508 and $2,119, respectively)	5,644	3,404	8,904	7,027
Unrealized gain (loss) on securities and other (net of tax of $240; $0; $322 and $1, respectively)	80	(155)	170	216
Unrealized gain (loss) on derivatives (net of tax of $119; $305; $5,662 and $274, respectively)	(376)	381	(18,489)	1,165
Total other comprehensive income	17,843	24,597	67,747	941
Total Comprehensive Income	145,727	101,919	376,417	184,759
Less: Comprehensive Income Attributable to Noncontrolling Interests	225	343	484	620
Comprehensive Income Attributable to RPM International Inc. Stockholders	**$ 145,502**	**$ 101,576**	**$ 375,933**	**$ 184,139**

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

RPM INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	Six Months Ended	
	November 30, 2020	**November 30, 2019**
Cash Flows From Operating Activities:		
Net income	**$ 308,670**	**$ 183,818**
Adjustments to reconcile net income to net cash provided by (used for) operating activities:		
Depreciation and amortization	72,506	77,572
Restructuring charges, net of payments	(2,291)	(1,713)
Fair value adjustments to contingent earnout obligations	2,712	-
Deferred income taxes	1,786	(5,426)
Stock-based compensation expense	21,118	13,034
Net (gain) on marketable securities	(20,172)	(8,741)
Other	(194)	(705)
Changes in assets and liabilities, net of effect from purchases and sales of businesses:		
Decrease in receivables	91,027	183,782
Decrease (increase) in inventory	21,655	(41,129)
Decrease in prepaid expenses and other current and long-term assets	8,782	8,524
Increase (decrease) in accounts payable	8,331	(70,712)
(Decrease) in accrued compensation and benefits	(28,919)	(53,589)
Increase in accrued losses	3,377	1,894
Increase in other accrued liabilities	89,020	13,644
Other	2,095	(90)
Cash Provided By Operating Activities	**579,503**	**300,163**
Cash Flows From Investing Activities:		
Capital expenditures	(70,943)	(71,393)
Acquisition of businesses, net of cash acquired	(113,618)	(36,281)
Purchase of marketable securities	(23,292)	(14,332)
Proceeds from sales of marketable securities	21,189	13,100
Other	703	2,183
Cash (Used For) Investing Activities	**(185,961)**	**(106,723)**
Cash Flows From Financing Activities:		
Additions to long-term and short-term debt	15	539,277
Reductions of long-term and short-term debt	(256,096)	(542,744)
Cash dividends	(96,019)	(92,040)
Repurchases of common stock	-	(100,000)
Shares of common stock returned for taxes	(15,729)	(10,155)
Payments of acquisition-related contingent consideration	(2,218)	(187)
Other	-	(664)
Cash (Used For) Financing Activities	**(370,047)**	**(206,513)**
Effect of Exchange Rate Changes on Cash and Cash Equivalents	**16,034**	**(1,922)**
Net Change in Cash and Cash Equivalents	**39,529**	**(14,995)**
Cash and Cash Equivalents at Beginning of Period	**233,416**	**223,168**
Cash and Cash Equivalents at End of Period	**$ 272,945**	**$ 208,173**
Supplemental Disclosures of Cash Flows Information:		
Cash paid during the period for:		
Interest	**$ 41,347**	**$ 58,953**
Income Taxes, net of refunds	**$ 95,069**	**$ 73,322**

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

RPM INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)
(In thousands)

	Common Stock				Accumulated				
	Number of Shares	Par/Stated Value	Paid-In Capital	Treasury Stock	Other Comprehensive Income (Loss)	Retained Earnings	Total RPM International Inc. Equity	Noncontrolling Interests	Total Equity
Balance at June 1, 2020	129,511	$ 1,295	$ 1,014,428	$ (580,117)	$ (717,497)	$ 1,544,336	$ 1,262,445	$ 2,218	$ 1,264,663
Net income	-	-	-	-	-	180,595	180,595	190	180,785
Other comprehensive income	-	-	-	-	49,835	-	49,835	69	49,904
Dividends declared and paid ($0.36 per share)	-	-	-	-	-	(46,622)	(46,622)	-	(46,622)
Stock compensation expense and other deferred compensation, shares granted less shares returned for taxes	464	5	10,451	(7,115)	-	-	3,341	-	3,341
Balance at August 31, 2020	129,975	$ 1,300	$ 1,024,879	$ (587,232)	$ (667,662)	$ 1,678,309	$ 1,449,594	$ 2,477	$ 1,452,071
Net income	-	-	-	-	-	127,659	127,659	225	127,884
Other comprehensive income	-	-	-	-	17,843	-	17,843	-	17,843
Dividends declared and paid ($0.38 per share)	-	-	-	-	-	(49,397)	(49,397)	-	(49,397)
Stock compensation expense and other deferred compensation, shares granted less shares returned for taxes	131	1	10,660	(8,619)	-	-	2,042	-	2,042
Balance at November 30, 2020	130,106	$ 1,301	$ 1,035,539	$ (595,851)	$ (649,819)	$ 1,756,571	$ 1,547,741	$ 2,702	$ 1,550,443

	Common Stock				Accumulated				
	Number of Shares	Par/Stated Value	Paid-In Capital	Treasury Stock	Other Comprehensive Income (Loss)	Retained Earnings	Total RPM International Inc. Equity	Noncontrolling Interests	Total Equity
Balance at June 1, 2019	130,995	$ 1,310	$ 994,508	$ (437,290)	$ (577,628)	$ 1,425,052	$ 1,405,952	$ 2,653	$ 1,408,6
Net income	-	-	-	-	-	106,188	106,188	308	106,4
Other comprehensive (loss)	-	-	-	-	(23,625)	-	(23,625)	(31)	(23,6
Dividends declared and paid ($0.35 per share)	-	-	-	-	-	(45,323)	(45,323)	-	(45,3
Other noncontrolling interest activity	-	-	-	-	-	-	-	(297)	(2
Share repurchases under repurchase program	(1,656)	(16)	16	(100,000)	-	-	(100,000)	-	(100,0
Stock compensation expense and other deferred compensation, shares granted less shares returned for taxes	330	3	6,557	(6,360)	-	-	200	-	2
Balance at August 31, 2019	129,669	$ 1,297	$ 1,001,081	$ (543,650)	$ (601,253)	$ 1,485,917	$ 1,343,392	$ 2,633	$ 1,346,0
Net income	-	-	-	-	-	77,030	77,030	292	77,3
Other comprehensive income	-	-	-	-	24,546	-	24,546	51	24,5
Dividends declared and paid ($0.36 per share)	-	-	-	-	-	(46,717)	(46,717)	-	(46,7
Other noncontrolling interest activity	-	-	-	-	-	-	-	(368)	(3
Stock compensation expense and other deferred compensation, shares granted less shares returned for taxes	97	1	6,473	(4,033)	-	-	2,441	-	2,4
Balance at November 30, 2019	129,766	$ 1,298	$ 1,007,554	$ (547,683)	$ (576,707)	$ 1,516,230	$ 1,400,692	$ 2,608	$ 1,403,3

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

NOTE 1 — CONSOLIDATION, NONCONTROLLING INTERESTS AND BASIS OF PRESENTATION

The accompanying unaudited Consolidated Financial Statements have been prepared in accordance with Generally Accepted Accounting Principles in the U.S. (“GAAP”) for interim financial information and the instructions to Form 10-Q. In our opinion, all adjustments (consisting of normal, recurring accruals) considered necessary for a fair presentation have been included for the three-and six-month periods ended November 30, 2020 and 2019. For further information, refer to the Consolidated Financial Statements and Notes included in our Annual Report on Form 10-K for the year ended May 31, 2020.

Our financial statements include all of our majority-owned subsidiaries. We account for our investments in less-than-majority-owned joint ventures, for which we have the ability to exercise significant influence, under the equity method. Effects of transactions between related companies are eliminated in consolidation.

Noncontrolling interests are presented in our Consolidated Financial Statements as if parent company investors (controlling interests) and other minority investors (noncontrolling interests) in partially-owned subsidiaries have similar economic interests in a single entity. As a result, investments in noncontrolling interests are reported as equity in our Consolidated Financial Statements. Additionally, our Consolidated Financial Statements include 100% of a controlled subsidiary’s earnings, rather than only our share. Transactions between the parent company and noncontrolling interests are reported in equity as transactions between stockholders, provided that these transactions do not create a change in control.

Our business is dependent on external weather factors. Historically, we have experienced strong sales and net income in our first, second and fourth fiscal quarters comprising the three-month periods ending August 31, November 30 and May 31, respectively, with weaker performance in our third fiscal quarter (December through February).

NOTE 2 — NEW ACCOUNTING PRONOUNCEMENTS

New Pronouncements Adopted

In June 2016, the FASB issued ASU 2016-13, “Financial Instruments - Credit Losses,” which requires an organization to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Financial institutions and other organizations will now use forward-looking information to better inform their credit loss estimates. Additionally, the standard amends the current available-for-sale securities other-than-temporary impairment model for debt securities. The guidance is effective for fiscal years beginning after December 15, 2019 and for interim periods therein. The adoption of this new guidance, effective June 1, 2020, using the modified retrospective transition method, did not result in a cumulative-effect adjustment to the opening balance of retained earnings at June 1, 2020 and did not have a material impact on the Company's Consolidated Financial Statements. Refer to Note 14, “Revenue” for additional information.

In January 2017, the FASB issued ASU 2017-04, “Simplifying the Test for Goodwill Impairment,” to eliminate step two from the goodwill impairment test in order to simplify the subsequent measurement of goodwill. The guidance is effective for fiscal years beginning after December 15, 2019. The adoption of this new guidance, effective June 1, 2020, did not have a material impact on our Consolidated Financial Statements.

In August 2018, the FASB issued ASU 2018-13, “Fair Value Measurement (Topic 820), – Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement,” which makes a number of changes meant to add, modify or remove certain disclosure requirements associated with the movement amongst or hierarchy associated with Level 1, Level 2 and Level 3 fair value measurements. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. The adoption of this new guidance, effective June 1, 2020, did not have a material impact on our Consolidated Financial Statements or disclosures.

New Pronouncements Issued

In August 2018, the FASB issued ASU 2018-14, “Compensation—Retirement Benefits—Defined Benefit Plans—General (Subtopic 715-20), Disclosure Framework – Changes to the Disclosure Requirements for Defined Benefit Plans,” which makes a number of changes meant to add, modify or remove certain disclosure requirements associated with employers that sponsor defined benefit or other postretirement plans. This guidance is effective for fiscal years ending after December 15, 2020. Early adoption is permitted for all entities and the amendments in this update are required to be applied on a retrospective basis to all periods presented. We are currently evaluating the expected impact of this new pronouncement on our annual Consolidated Financial Statements, and disclosures, but do not expect our adoption of this guidance to have a material impact.

In December 2019, the FASB issued ASU 2019-12, "Income Taxes (Topic 740)," which simplifies the accounting for income taxes by removing certain exceptions to the general principles in Topic 740. The amendments also improve consistent application of and simplify GAAP for other areas of Topic 740 by clarifying and amending existing guidance. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020. Early adoption of the amendments is permitted, including adoption in any interim period for which financial statements have not yet been issued. Depending on the amendment, adoption may be applied on the retrospective, modified retrospective or prospective basis. We are currently reviewing the provisions of this new pronouncement, but do not expect our adoption of this guidance to have a material impact on our Consolidated Financial Statements.

NOTE 3 — RESTRUCTURING

We record restructuring charges associated with management-approved restructuring plans to either reorganize one or more of our business segments, or to remove duplicative headcount and infrastructure associated with our businesses. Restructuring charges can include severance costs to eliminate a specified number of employees, infrastructure charges to vacate facilities and consolidate operations, contract cancellation costs and other costs. Restructuring charges are recorded based upon planned employee termination dates and site closure and consolidation plans. The timing of associated cash payments is dependent upon the type of restructuring charge and can extend over a multi-year period. We record the short-term portion of our restructuring liability in Other Accrued Liabilities and the long-term portion, if any, in Other Long-Term Liabilities in our Consolidated Balance Sheets.

MAP to Growth

Between May and August 2018, we approved and implemented the initial phases of a multi-year restructuring plan, which was originally referred to as the 2020 Margin Acceleration Plan ("2020 MAP to Growth"). The initial phases of our 2020 MAP to Growth affected all of our reportable segments, as well as our corporate/nonoperating segment, and focused on margin improvement by simplifying business processes; reducing inventory categories and rationalizing SKUs; eliminating underperforming businesses; reducing headcount and working capital; and improving operating efficiency. The activities included in the initial phases of the restructuring activities have been substantially completed.

The disruption caused by the outbreak of Covid-19 ("Covid") delayed the finalization of our 2020 MAP to Growth past the original target completion date of December 31, 2020. In recognition of the fact our restructuring plan extends past calendar year 2020, we will now refer to it simply as "MAP to Growth."

We now expect to utilize the remainder of fiscal year 2021 to achieve the goals originally set forth in our MAP to Growth. Certain of these projects may not be finalized until fiscal year 2022 and we would expect to continue to recognize restructuring expense throughout fiscal year 2022, as projects related to our MAP to Growth are executed and completed. As such, the final implementation and total expected costs are subject to change.

Our execution of the MAP to Growth will continue to drive the de-layering and simplification of management and businesses associated with group realignment. We have implemented four center-led functional areas including manufacturing and operations; procurement and supply chain; information technology; and accounting and finance.

Our MAP to Growth optimizes our manufacturing facilities and will ultimately provide more efficient plant and distribution facilities. Through the balance sheet date, in association with our MAP to Growth, we have completed, or are in the process of completing, the planned closure of 25 plants and 27 warehouses. We also expect to incur additional severance and benefit costs as part of our planned closure of these facilities.

Throughout the remainder of our MAP to Growth, we will continue to assess and find areas of improvement and cost savings. As such, the final implementation and total expected costs are subject to change. In addition to the announced plan, we have continued to broaden the scope of our MAP to Growth, specifically in consolidation of the general and administrative areas, potential outsourcing, as well as additional future plant closures and consolidations; the estimated costs of which have not yet been finalized. The current total expected costs associated with this plan are outlined in the table below and decreased by approximately $3.4 million compared to our previous estimate, primarily attributable to decreases in expected severance and benefit charges of $4.5 million, partially offset by increases in expected facility closure and other related costs of $0.6 million and $0.5 million of other restructuring costs.

Following is a summary of the charges recorded in connection with restructuring by reportable segment:

(In thousands)	Three Months Ended November 30, 2020	Six Months Ended November 30, 2020	Cumulative Costs to Date	Total Expected Costs
Construction Products Group ("CPG") Segment:				
Severance and benefit costs (a)	$ 1,394	$ 1,574	$ 19,668	$ 20,568
Facility closure and other related costs	440	808	5,285	6,503
Other restructuring costs	62	99	2,039	2,634
Total Charges	$ 1,896	$ 2,481	$ 26,992	$ 29,705
Performance Coatings Group ("PCG") Segment:				
Severance and benefit costs (b)	$ 802	$ 1,841	$ 15,226	$ 16,714
Facility closure and other related costs	556	844	6,191	7,905
Other restructuring costs	184	213	814	824
Total Charges	$ 1,542	$ 2,898	$ 22,231	$ 25,443
Consumer Segment:				
Severance and benefit costs (c)	$ (4)	$ 786	$ 11,253	$ 11,253
Facility closure and other related costs	785	1,382	10,319	12,719
Other restructuring costs	204	302	4,421	4,481
Total Charges	$ 985	$ 2,470	$ 25,993	$ 28,453
Specialty Products Group ("SPG") Segment:				
Severance and benefit costs (d)	$ (57)	$ 411	$ 7,341	$ 8,012
Facility closure and other related costs	507	775	4,941	6,204
Other restructuring costs	45	116	1,238	1,238
Total Charges	$ 495	$ 1,302	$ 13,520	$ 15,454
Corporate/Other Segment:				
Severance and benefit costs	$ -	$ -	$ 13,347	$ 13,347
Total Charges	$ -	$ -	$ 13,347	$ 13,347
Consolidated:				
Severance and benefit costs	$ 2,135	$ 4,612	$ 66,835	$ 69,894
Facility closure and other related costs	2,288	3,809	26,736	33,331
Other restructuring costs	495	730	8,512	9,177
Total Charges	$ 4,918	$ 9,151	$ 102,083	$ 112,402

(a) Severance and benefit costs are associated with the elimination of 12 positions and 21 positions during the three and six months ended November 30, 2020, respectively.

(b) Severance and benefit costs are associated with the elimination of 11 position and 50 positions during the three and six months ended November 30, 2020, respectively.

(c) Severance and benefit recoveries are associated with the adjustment of estimated severance accruals for the three months ended November 30, 2020. Severance and benefit costs for the six months ended November 30, 2020 are associated with the elimination of three positions partially offset by the adjustment in severance accruals during the period.

(d) Severance and benefit recoveries for the three months ended November 30, 2020 are associated with the reversal of severance accruals made for five positions which will no longer be eliminated, partially offset by the charges incurred related to the elimination of one position. Severance and benefit charges for the six months ended November 30, 2020 are associated with the elimination of 24 positions.

(In thousands)	Three Months Ended November 30, 2019	Six Months Ended November 30, 2019
CPG Segment:		
Severance and benefit costs (e)	$ 1,447	$ 1,607
Facility closure and other related costs	110	798
Other restructuring costs	39	39
Total Charges	$ 1,596	$ 2,444
PCG Segment:		
Severance and benefit costs (f)	$ 431	$ 2,931
Facility closure and other related costs	636	745
Other restructuring costs	172	172
Total Charges	$ 1,239	$ 3,848
Consumer Segment:		
Severance and benefit costs (g)	$ 780	$ 1,547
Facility closure and other related costs	344	860
Other restructuring costs	-	-
Total Charges	$ 1,124	$ 2,407
Specialty Segment:		
Severance and benefit costs (h)	$ 48	$ 414
Facility closure and other related costs	731	2,190
Other restructuring costs	40	104
Total Charges	$ 819	$ 2,708
Corporate/Other Segment:		
Severance and benefit costs	$ 23	$ 16
Total Charges	$ 23	$ 16
Consolidated:		
Severance and benefit costs	$ 2,729	$ 6,515
Facility closure and other related costs	1,821	4,593
Other restructuring costs	251	315
Total Charges	$ 4,801	$ 11,423

(e) Severance and benefit costs are associated with the elimination of 25 positions and 46 positions during the three and six months ended November 30, 2019, respectively.

(f) Severance and benefit costs are associated with the elimination of 18 position and 69 positions during the three and six months ended November 30, 2019, respectively.

(g) Severance and benefit costs are associated with the elimination of 9 positions and 11 positions during the three and six months ended November 30, 2019, respectively.

(h) Severance and benefit costs are associated with the elimination of 49 positions and 59 positions during the three and six months ended November 30, 2019, respectively.

A summary of the activity in the restructuring reserves related to our MAP to Growth is as follows:

(in thousands)	Severance and Benefits Costs	Facility Closure and Other Related Costs	Other Restructuring Costs	Total
Balance at August 31, 2020	$ 4,893	$ 6,138	$ -	$ 11,031
Additions charged to expense	2,135	2,288	495	4,918
Cash payments charged against reserve	(2,373)	(2,530)	(335)	(5,238)
Non-cash charges included above (i)	-	-	(160)	(160)
Balance at November 30, 2020	$ 4,655	$ 5,896	$ -	$ 10,551

(In thousands)	Severance and Benefits Costs	Facility Closure and Other Related Costs	Other Restructuring Costs	Total
Balance at June 1, 2020	$ 7,357	$ 5,880	$ -	13,237
Additions charged to expense	4,612	3,809	730	9,151
Cash payments charged against reserve	(7,314)	(3,793)	(335)	(11,442)
Non-cash charges included above (i)	-	-	(395)	(395)
Balance at November 30, 2020	$ 4,655	$ 5,896	$ -	$ 10,551

(In thousands)	Severance and Benefits Costs	Facility Closure and Other Related Costs	Other Restructuring Costs	Total
Balance at August 31, 2019	$ 2,946	$ 9,430	$ -	$ 12,376
Additions charged to expense	2,729	1,821	251	4,801
Cash payments charged against reserve	(2,109)	(5,016)	-	(7,125)
Non-cash charges included above (i)	-	(155)	(251)	(406)
Balance at November 30, 2019	$ 3,566	$ 6,080	$ -	$ 9,646

(In thousands)	Severance and Benefits Costs	Facility Closure and Other Related Costs	Other Restructuring Costs	Total
Balance at June 1, 2019	$ 4,837	$ 7,857	$ -	$ 12,694
Additions charged to expense	6,515	4,593	315	11,423
Cash payments charged against reserve	(7,786)	(5,350)	-	(13,136)
Non-cash charges included above (i)	-	(1,020)	(315)	(1,335)
Balance at November 30, 2019	$ 3,566	$ 6,080	$ -	$ 9,646

(i) Non-cash charges primarily include accelerated vesting of equity awards and asset-write offs.

In connection with our MAP to Growth, during the three months ended November 30, 2019, we incurred approximately $6.3 million and $1.0 million of inventory-related charges at our Consumer and PCG segments, respectively. During the six months ended November 30, 2019, we incurred approximately $7.2 million, $3.1 million, and $0.3 million of inventory-related charges at our Consumer, PCG and CPG segments, respectively. The charges incurred during the three and six months ended November 30, 2020 were immaterial. All of the aforementioned inventory-related charges are recorded in cost of sales in our Consolidated Statements of Income. These inventory charges were the result of the exit of a business or product line and SKU rationalization initiatives in connection with our overall plan of restructuring.

NOTE 4 — FAIR VALUE MEASUREMENTS

Financial instruments recorded in the balance sheet include cash and cash equivalents, trade accounts receivable, marketable securities, notes and accounts payable, and debt.

An allowance for expected uncollectible trade receivable amounts is established using a combination of specifically identified accounts to be reserved, and a reserve covering trends in collectibility. These estimates are based on an analysis of trends in collectibility and past experience, but are primarily made up of individual account balances identified as doubtful based on specific facts and conditions. Receivable losses are charged against the allowance when we conclude on uncollectibility.

All derivative instruments are recognized in our Consolidated Balance Sheets and measured at fair value. Changes in the fair values of derivative instruments that do not qualify as hedges and/or any ineffective portion of hedges are recognized as a gain or (loss) in our Consolidated Statements of Income in the current period. Changes in the fair value of derivative instruments used effectively as cash flow hedges are recognized in other comprehensive income (loss), along with the change in the value of the hedged item. We do not hold or issue derivative instruments for speculative purposes.

The valuation techniques utilized for establishing the fair values of assets and liabilities are based on observable and unobservable inputs. Observable inputs reflect readily obtainable data from independent sources, while unobservable inputs reflect management's market assumptions. The fair value hierarchy has three levels based on the reliability of the inputs used to determine fair value, as follows:

Level 1 Inputs — Quoted prices for identical instruments in active markets.

Level 2 Inputs — Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 Inputs — Instruments with primarily unobservable value drivers.

The following tables present our assets and liabilities that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy. In addition, with respect to our derivative assets and liabilities measured at fair value, refer to Note 5, "Derivatives and Hedging" for discussion of their classification within the fair value hierarchy.

(In thousands)	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Fair Value at November 30, 2020**
Available-for-sale debt securities:				
U.S. Treasury and other government	$ -	$ 26,955	$ -	$ 26,955
Corporate bonds	-	194	-	194
Total available-for-sale debt securities	-	27,149	-	27,149
Marketable equity securities:				
Stocks - domestic	6,548	-	-	6,548
Mutual funds - foreign	-	36,639	-	36,639
Mutual funds - domestic	-	73,122	-	73,122
Total marketable equity securities	6,548	109,761	-	116,309
Contingent consideration	-	-	(15,954)	(15,954)
Total	$ 6,548	$ 136,910	$ (15,954)	$ 127,504

(In thousands)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value at May 31, 2020
Available-for-sale debt securities:				
U.S. Treasury and other government	$ -	$ 26,736	$ -	$ 26,736
Corporate bonds	-	186	-	186
Total available-for-sale debt securities	-	26,922	-	26,922
Marketable equity securities:				
Stocks - domestic	3,870	-	-	3,870
Mutual funds - foreign	-	28,815	-	28,815
Mutual funds - domestic	-	63,536	-	63,536
Total marketable equity securities	3,870	92,351	-	96,221
Contingent consideration	-	-	(15,682)	(15,682)
Total	$ 3,870	$ 119,273	$ (15,682)	$ 107,461

Our investments in available-for-sale debt securities and marketable equity securities are valued using a market approach. The availability of inputs observable in the market varies from instrument to instrument and depends on a variety of factors, including the type of instrument, whether the instrument is actively traded and other characteristics particular to the transaction. For most of our financial instruments, pricing inputs are readily observable in the market, the valuation methodology used is widely accepted by market participants, and the valuation does not require significant management discretion. For other financial instruments, pricing inputs are less observable in the market and may require management judgment.

The contingent consideration represents the estimated fair value of the additional variable cash consideration payable in connection with recent acquisitions that is contingent upon the achievement of certain performance milestones. We estimated the fair value using expected future cash flows over the period in which the obligation is expected to be settled, and applied a discount rate that appropriately captures a market participant's view of the risk associated with the obligation, which are considered to be Level 3 inputs. During the first half of fiscal 2021, we paid approximately $2.8 million for settlements of contingent consideration obligations relating to certain performance milestones that were established in prior periods and achieved during the current period, and recorded an increase in the accrual for approximately $2.7 million related to fair value adjustments. During the first half of fiscal 2020, we paid approximately $5.9 million for settlements of contingent consideration obligations relating to certain performance milestones that were established in prior periods and achieved during the first half of last year. In the Consolidated Statements of Cash Flows, payments of acquisition-related contingent consideration for the amount recognized at fair value as of the acquisition date are reported in cash flows from financing activities, while payments of contingent consideration in excess of fair value are reported in cash flows from operating activities.

The carrying value of our current financial instruments, which include cash and cash equivalents, marketable securities, trade accounts receivable, accounts payable and short-term debt approximates fair value because of the short-term maturity of these financial instruments. At November 30, 2020 and May 31, 2020, the fair value of our long-term debt was estimated using active market quotes, based on our current incremental borrowing rates for similar types of borrowing arrangements, which are Level 2 inputs. Based on the analysis performed, the fair value and the carrying value of our financial instruments and long-term debt as of November 30, 2020 and May 31, 2020 are as follows:

	At November 30, 2020	
(In thousands)	Carrying Value	Fair Value
Cash and cash equivalents	$ 272,945	$ 272,945
Marketable equity securities	116,309	116,309
Available-for-sale debt securities	27,149	27,149
Long-term debt, including current portion	2,300,336	2,528,830

	At May 31, 2020	
(In thousands)	Carrying Value	Fair Value
Cash and cash equivalents	$ 233,416	$ 233,416
Marketable equity securities	87,111	87,111
Available-for-sale debt securities	26,922	26,922
Long-term debt, including current portion	2,539,180	2,618,719

NOTE 5 — DERIVATIVES AND HEDGING

Derivative Instruments and Hedging Activities

We are exposed to market risks, such as changes in foreign currency exchange rates and interest rates. To manage the volatility related to these exposures, from time to time, we enter into various derivative transactions. We use various types of derivative instruments including forward contracts and swaps. We formally assess, designate and document, as a hedge of an underlying exposure, each qualifying derivative instrument that will be accounted for as an accounting hedge at inception. Additionally, we assess, both at inception and at least quarterly thereafter, whether the financial instruments used in the hedging transaction are effective at offsetting changes in either the fair values or cash flows of the underlying exposures.

Derivatives Designated as Hedges

In October 2017, as a means of mitigating the impact of currency fluctuations on our Euro investments in foreign entities, we executed a fair value hedge and two cross currency swaps, in which we paid variable rate interest in Euros and received fixed rate interest in U.S. Dollars with a combined notional amount of approximately €85.25 million ($100 million U.S. Dollar equivalent), and which had a maturity date of November 2022. This effectively converted a portion of our U.S. Dollar denominated fixed-rate debt to Euro denominated variable rate debt. The fair value hedge was recognized at fair value in our Consolidated Balance Sheets, while changes in the fair value of the hedge were recognized in interest expense in our Consolidated Statements of Income. We designated the swaps as net investment hedges of our net investment in our European operations under ASU 2017-12 and applied the spot method to these hedges. In February 2020, the fair value hedge and two cross currency swaps agreements were terminated, and we received cash in the amount of $9.3 million, representing the fair value of the swap and interest accrued through the date of termination. Accordingly, hedge accounting was discontinued and a hedge accounting adjustment to our Senior Notes of $1.5 million was recorded and is being amortized to interest expense in the Consolidated Statements of Income through the termination of the 3.450% Notes in November 2022. Changes in the fair value of the cross currency swaps due to spot foreign exchange rates are recorded as cumulative translation adjustment within AOCI and will remain in AOCI until either the sale or substantially complete liquidation of the hedged subsidiaries.

Separately, in February 2020, as a means of mitigating the impact of currency fluctuations on our Euro investments in foreign entities, we executed a cash flow hedge and two cross currency swaps, in which we will pay fixed rate interest in Euros and receive variable rate interest in U.S. Dollars with a combined notional amount of approximately €277.73 million ($300 million U.S. Dollar equivalent), and which have a maturity date of February 2023. This effectively converts our U.S. Dollar denominated variable rate debt to Euro denominated fixed rate debt. The cash flow hedge is recognized at fair value in our Consolidated Balance Sheets, while changes in the fair value of the hedge will be recognized in AOCI when the hedged items affect earnings. Amounts recognized in AOCI will be recognized in earnings in interest expense when the hedged interest payment is accrued. We designated the swaps as net investment hedges of our net investment in our European operations under ASU 2017-12 and applied the spot method to these hedges. The changes in fair value of the derivative instruments that are designated and qualify as hedges of net investments in foreign operations are recognized in AOCI to offset the changes in the values of the net investments being hedged. In addition, in February 2020, as a means of mitigating the variability of the functional-currency-equivalent cash flows associated with the U.S. Dollar denominated term loan facility (referred to as Foreign Borrower's Term Loan), we executed a cash flow hedge, in which we will pay fixed rate interest in Euros and receive variable rate interest in U.S. Dollars with a notional amount of approximately €92.52 million ($100 million U.S. Dollar equivalent), and which have a maturity date of February 2023. This effectively converts our U.S. Dollar denominated variable rate debt to Euro denominated fixed rate debt. The cash flow hedge is recognized at fair value in our Consolidated Balance Sheets, while changes in the fair value of the hedge will be recognized in AOCI when the hedged items affect earnings. Amounts recorded in AOCI will be recognized in earnings in interest expense when the hedged interest payment is accrued. In addition, since this currency swap is a hedge of variability of the functional currency equivalent cash flows of a recognized liability to be remeasured at spot exchange rates under ASC 830, an amount that will offset the gain or loss arising from the remeasurement of the hedged liability will be reclassified each period from AOCI to earnings as foreign exchange gain/(loss), which is a component of SG&A expenses.

The following table summarizes the location and effects of our derivatives instruments on the Consolidated Statements of Comprehensive Income and Consolidated Statements of Income for gains or losses initially recognized in AOCI in the Consolidated Balance Sheet:

(In thousands)	**Pretax gain/(loss) recognized in AOCI**			**Pretax gain/(loss) reclassified from AOCI into income**	
	Three Months Ended			**Three Months Ended**	
Derivatives in hedging relationships	**November 30, 2020**	**November 30, 2019**	**Income statement location**	**November 30, 2020**	**November 30, 2019**
Interest rate swap (cash flow)	$ (149)	$ -	Interest expense	$ (846)	$ -
Cross currency swap (cash flow)	51	-	Interest income	160	-
Cross currency swap (cash flow)	-	-	Foreign exchange gain	75	-
Cross currency swap (net investment)	(957)	73	Gain or (loss) on sale of subsidiary	-	-
Total	$ (1,055)	$ 73		$ (611)	$ -

(In thousands)	**Pretax gain/(loss) recognized in AOCI**			**Pretax gain/(loss) reclassified from AOCI into income**	
	Six Months Ended			**Six Months Ended**	
Derivatives in hedging relationships	**November 30, 2020**	**November 30, 2019**	**Income Statement Location**	**November 30, 2020**	**November 30, 2019**
Interest rate swap (cash flow)	$ (747)	$ -	Interest expense	$ (1,613)	$ -
Cross currency swap (cash flow)	(7,304)	-	Interest income	351	-
Cross currency swap (cash flow)	-	-	Foreign exchange (loss)	(7,380)	-
Cross currency swap (net investment)	(24,090)	1,469	Gain or (loss) on sale of subsidiary	-	-
Total	$ (32,141)	$ 1,469		$ (8,642)	$ -

Derivatives Not Designated as Hedges

At November 30, 2020, and May 31, 2020, we held one foreign currency forward contract at each period end designed to reduce our exposure to changes in the cash flows of intercompany foreign-currency-denominated loans related to changes in foreign currency exchange rates by fixing the functional currency cash flows. The contract has not been designated as a hedge; therefore, the changes in fair value of the derivative are recognized in earnings as a component of SG&A expenses. Amounts recognized in earnings did not have a material impact on our Consolidated Financial Statements for any period presented. As of November 30, 2020, and May 31, 2020, the notional amounts of the forward contract held to purchase foreign currencies was $133.5 million and $63.2 million, respectively.

Disclosure about Derivative Instruments

All of our derivative assets and liabilities measured at fair value are classified as Level 2 within the fair value hierarchy. We determine the fair value of our derivatives based on valuation methods, which project future cash flows and discount the future amounts to present value using market based observable inputs, including interest rate curves, foreign currency rates, as well as future and basis point spreads, as applicable.

The fair values of qualifying and non-qualifying instruments used in hedging transactions as of November 30, 2020 and May 31, 2020 are as follows:

(In thousands)		Fair Value	
Derivatives Designated as Hedging Instruments	**Balance Sheet Location**	**November 30, 2020**	**May 31, 2020**
Assets:			
Cross Currency Swap (Net Investment)	Other Current Assets	$ 5,681	$ 5,352
Cross Currency Swap (Cash Flow)	Other Current Assets	604	750
Cross Currency Swap (Net Investment)	Other Assets (Long-Term)	-	12,409
Liabilities:			
Interest Rate Swap (Cash Flow)	Other Accrued Liabilities	$ 3,323	$ 2,981
Cross Currency Swap (Net Investment)	Other Accrued Liabilities	726	294
Cross Currency Swap (Net Investment)	Other Long-Term Liabilities	30,557	18,204
Cross Currency Swap (Cash Flow)	Other Long-Term Liabilities	11,394	3,608
Interest Rate Swap (Cash Flow)	Other Long-Term Liabilities	3,978	5,187

(In thousands)		Fair Value	
Derivatives Not Designated as Hedging Instruments	**Balance Sheet Location**	**November 30, 2020**	**May 31, 2020**
Liabilities:			
Foreign Currency Exchange	Other Accrued Liabilities	$ 394	$ 53

NOTE 6 — INVESTMENT (INCOME), NET

Investment (income), net, consists of the following components:

	Three Months Ended		Six Months Ended	
(In thousands)	**November 30, 2020**	**November 30, 2019**	**November 30, 2020**	**November 30, 2019**
Interest (income)	$ (774)	$ (1,429)	$ (1,441)	$ (2,776)
Net (gain) on marketable securities	(8,388)	(6,939)	(20,172)	(10,479)
Dividend (income)	(357)	(437)	(668)	(935)
Investment (income), net	$ (9,519)	$ (8,805)	$ (22,281)	$ (14,190)

Net (Gain) on Marketable Securities

	Three Months Ended		Six Months Ended	
(In thousands)	**November 30, 2020**	**November 30, 2019**	**November 30, 2020**	**November 30, 2019**
Unrealized (gains) on marketable equity securities	$ (7,863)	$ (7,062)	$ (21,819)	$ (10,538)
Realized (gains) losses on marketable equity securities	(548)	114	1,624	46
Realized losses on available-for-sale debt securities	23	9	23	13
Net (gain) on marketable securities	$ (8,388)	$ (6,939)	$ (20,172)	$ (10,479)

NOTE 7 — OTHER EXPENSE, NET

Other expense, net, consists of the following components:

	Three Months Ended		Six Months Ended	
(In thousands)	**November 30, 2020**	**November 30, 2019**	**November 30, 2020**	**November 30, 2019**
Royalty (income) expense, net	$ 60	$ (360)	$ 29	$ (94)
(Income) expense related to unconsolidated equity affiliates	(297)	(65)	(484)	25
Pension non-service costs	3,370	1,550	6,706	2,979
Loss on divestiture (a)	—	826	—	826
Other expense, net	$ 3,133	$ 1,951	$ 6,251	$ 3,736

(a) Reflects the loss incurred upon divestiture of a contracting business located in Australia, which had reported through our PCG segment.

NOTE 8 — INCOME TAXES

The effective income tax rate of 23.4% for the three months ended November 30, 2020 compares to the effective income tax rate of 24.0% for the three months ended November 30, 2019. The effective income tax rate of 24.4% for the six months ended November 30, 2020 compares to the effective income tax rate of 24.8% for the six months ended November 30, 2019. The effective income tax rates for the three and six months ended November 30, 2020 and 2019 reflect variances from the 21% statutory rate due primarily to the unfavorable impact of state and local income taxes, non-deductible business expenses and the net tax on foreign subsidiary income resulting from the global intangible low-taxed income provisions, partially offset by tax benefits related to equity compensation.

Our deferred tax liability for unremitted foreign earnings was $12.0 million as of November 30, 2020, which represents our estimate of the foreign tax cost associated with the remittance of $434.2 million of foreign earnings that are not considered to be permanently reinvested. We have not provided for foreign withholding or income taxes on the remaining foreign subsidiaries' undistributed earnings because such earnings have been retained and reinvested by the subsidiaries as of November 30, 2020. Accordingly, no provision has been made for foreign withholding or income taxes, which may become payable if the remaining undistributed earnings of foreign subsidiaries were remitted to us as dividends.

NOTE 9 — INVENTORIES

Inventories, net of reserves, were composed of the following major classes:

(In thousands)	November 30, 2020	May 31, 2020
Raw material and supplies	$ 341,551	$ 282,579
Finished goods	488,066	527,869
Total Inventory, Net of Reserves	$ 829,617	$ 810,448

NOTE 10 — STOCK REPURCHASE PROGRAM

On January 8, 2008, we announced our authorization of a stock repurchase program under which we may repurchase shares of RPM International Inc. common stock at management's discretion for general corporate purposes. As announced on November 28, 2018, our goal is to return $1.0 billion in capital to stockholders by May 31, 2021 through share repurchases. On April 16, 2019, after taking into account share repurchases under our existing stock repurchase program to date, our Board of Directors authorized the repurchase of the remaining $600.0 million in value of RPM International Inc. common stock by May 31, 2021. As a result, we may repurchase shares from time to time in the open market or in private transactions at various times and in amounts and for prices that our management deems appropriate, subject to insider trading rules and other securities law restrictions. The timing of our purchases will depend upon prevailing market conditions, alternative uses of capital and other factors. We may limit or terminate the repurchase program at any time. Given macroeconomic uncertainty resulting from the Covid pandemic, we have suspended our stock repurchase program. During the three and six months ended November 30, 2020, and three months ended November 30, 2019, we did not repurchase any shares of our common stock under this program. During the six months ended November 30, 2019, we repurchased 1,655,616 shares of our common stock at a cost of approximately $100.0 million, or an average cost of $60.40 per share, under this program.

NOTE 11 — EARNINGS PER SHARE

The following table sets forth the reconciliation of the numerator and denominator of basic and diluted earnings per share for the three- and six-month periods ended November 30, 2020 and 2019.

	Three Months Ended		Six Months Ended	
(In thousands, except per share amounts)	November 30, 2020	November 30, 2019	November 30, 2020	November 30, 2019
Numerator for earnings per share:				
Net income attributable to RPM International Inc. stockholders	$ 127,659	$ 77,030	$ 308,254	$ 183,218
Less: Allocation of earnings and dividends to participating securities	(1,130)	(548)	(2,517)	(1,167)
Net income available to common shareholders - basic	126,529	76,482	305,737	182,051
Add: Undistributed earnings reallocated to unvested shareholders	4	1	9	3
Net income available to common shareholders - diluted	$ 126,533	$ 76,483	$ 305,746	$ 182,054
Denominator for basic and diluted earnings per share:				
Basic weighted average common shares	128,500	128,393	128,459	128,639
Average diluted options and awards	590	686	619	655
Total shares for diluted earnings per share (1)	129,090	129,079	129,078	129,294
Earnings Per Share of Common Stock Attributable to RPM International Inc. Stockholders:				
Basic Earnings Per Share of Common Stock	$ 0.98	$ 0.60	$ 2.38	$ 1.42
Method used to calculate basic earnings per share	Two-class	Two-class	Two-class	Two-class
Diluted Earnings Per Share of Common Stock	$ 0.98	$ 0.59	$ 2.37	$ 1.41
Method used to calculate diluted earnings per share	Two-class	Two-class	Two-class	Two-class

(1) Restricted shares totaling 225,500 and 339,550 for the three and six months ended November 30, 2020, respectively and 178,000 the six months ended November 30, 2019, were excluded from the calculation of diluted earnings per share as their effect would have been anti-dilutive. There were no shares of restricted stock identified as being anti-dilutive for the three months ended November 30, 2019. In addition, stock appreciation rights ("SARs") totaling 360,000 and for the three and six months ended November 30, 2020, respectively, and 790,000 for the six months ended November 30, 2019, were excluded from the calculation of diluted earnings per share as their effect would have been anti-dilutive. There were no SARs identified as being anti-dilutive for the three months ended November 30, 2019.

NOTE 12 — PENSION PLANS

We offer defined benefit pension plans, defined contribution pension plans, and various postretirement benefit plans. The following tables provide the retirement-related benefit plans' impact on income before income taxes for the three and six months ended November 30, 2020 and 2019:

	U.S. Plans		Non-U.S. Plans	
	Three Months Ended		Three Months Ended	
(In thousands) **Pension Benefits**	November 30, 2020	November 30, 2019	November 30, 2020	November 30, 2019
Service cost	$ 11,130	$ 9,856	$ 1,406	$ 1,391
Interest cost	3,806	5,104	1,122	1,193
Expected return on plan assets	(8,279)	(8,573)	(1,607)	(1,834)
Amortization of:				
Prior service cost (credit)	2	2	(35)	(9)
Net actuarial losses recognized	7,501	4,629	526	523
Net Periodic Benefit Cost	$ 14,160	$ 11,018	$ 1,412	$ 1,264

(In thousands)	U.S. Plans		Non-U.S. Plans	
	Three Months Ended		Three Months Ended	
Postretirement Benefits	November 30, 2020	November 30, 2019	November 30, 2020	November 30, 2019
Service cost	$ -	$ -	$ 431	$ 429
Interest cost	19	37	283	282
Amortization of:				
Prior service (credit)	(42)	(55)	-	-
Net actuarial (gains) losses recognized	10	(16)	130	158
Net Periodic Benefit (Credit) Cost	$ (13)	$ (34)	$ 844	$ 869

(In thousands)	U.S. Plans		Non-U.S. Plans	
	Six Months Ended		Six Months Ended	
Pension Benefits	November 30, 2020	November 30, 2019	November 30, 2020	November 30, 2019
Service cost	$ 22,260	$ 19,712	$ 2,812	$ 2,782
Interest cost	7,612	10,208	2,244	2,386
Expected return on plan assets	(16,558)	(17,146)	(3,214)	(3,668)
Amortization of:				
Prior service cost (credit)	4	4	(70)	(18)
Net actuarial losses recognized	15,002	9,258	1,052	1,046
Net Periodic Benefit Cost	$ 28,320	$ 22,036	$ 2,824	$ 2,528

(In thousands)	U.S. Plans		Non-U.S. Plans	
	Six Months Ended		Six Months Ended	
Postretirement Benefits	November 30, 2020	November 30, 2019	November 30, 2020	November 30, 2019
Service cost	$ -	$ -	$ 862	$ 858
Interest cost	38	74	566	564
Amortization of:				
Prior service (credit)	(84)	(110)	-	-
Net actuarial (gains) losses recognized	20	(32)	260	316
Net Periodic Benefit (Credit) Cost	$ (26)	$ (68)	$ 1,688	$ 1,738

Due to lower discount rates, net periodic pension and U.S. postretirement cost for fiscal 2021 is higher than our fiscal 2020 expense. We expect that pension expense will fluctuate on a year-to-year basis, depending upon the investment performance of plan assets and potential changes in interest rates, and these fluctuations may have a material impact on our consolidated financial results in the future. We previously disclosed in our financial statements for the fiscal year ended May 31, 2020 that we expected to contribute approximately $8,000 to our retirement plans in the U.S. and approximately $6.7 million to plans outside the U.S. during the current fiscal year, and as of November 30, 2020, those amounts remain unchanged. During the year, we will evaluate whether to make additional contributions.

NOTE 13 — CONTINGENCIES AND ACCRUED LOSSES

Product Liability Matters

We provide, through our wholly owned insurance subsidiaries, certain insurance coverage, primarily product liability coverage, to our other subsidiaries. Excess coverage is provided by third-party insurers. Our product liability accruals provide for these potential losses as well as other uninsured claims. Product liability accruals are established based upon actuarial calculations of potential liability using industry experience, actual historical experience and actuarial assumptions developed for similar types of product liability claims, including development factors and lag times. To the extent there is a reasonable possibility that potential losses could exceed the amounts already accrued, we believe that the amount of any such additional loss would be immaterial to our results of operations, liquidity and consolidated financial position.

Warranty Matters

We also offer warranties on many of our products, as well as long-term warranty programs at certain of our businesses, and have established product warranty liabilities. We review these liabilities for adequacy on a quarterly basis and adjust them as necessary. The primary factors that could affect these liabilities may include changes in performance rates as well as costs of replacement. Provision for estimated warranty costs is recorded at the time of sale and periodically adjusted, as required, to reflect actual experience. It is probable that we will incur future losses related to warranty claims we have received but that have not been fully investigated and related to claims not yet received. While our warranty liabilities represent our best estimates at November 30, 2020, we can provide no assurances that we will not experience material claims in the future or that we will not incur significant costs to resolve such claims beyond the amounts accrued or beyond what we may recover from our suppliers. Based upon the nature of the expense, product warranty expense is recorded as a component of cost of sales or within SG&A.

Also, due to the nature of our businesses, the amount of claims paid can fluctuate from one period to the next. While our warranty liabilities represent our best estimates of our expected losses at any given time, from time-to-time we may revise our estimates based on our experience relating to factors such as weather conditions, specific circumstances surrounding product installations and other factors.

The following table includes the changes in our accrued warranty balances:

	Three Months Ended		Six Months Ended	
(In thousands)	November 30, 2020	November 30, 2019	November 30, 2020	November 30, 2019
Beginning Balance	$ 12,836	$ 10,069	$ 11,106	$ 10,414
Deductions (1)	(7,652)	(5,721)	(13,582)	(11,380)
Provision charged to expense	6,866	6,207	14,526	11,521
Ending Balance	$ 12,050	$ 10,555	$ 12,050	$ 10,555

(1) Primarily claims paid during the year.

Environmental Matters

Like other companies participating in similar lines of business, some of our subsidiaries are involved in several proceedings relating to environmental matters. It is our policy to accrue remediation costs when it is probable that such efforts will be required and the related costs can be reasonably estimated. In general, our environmental accruals are undiscounted liabilities, which are exclusive of claims against third parties, and are not material to our financial statements during any of the periods presented.

Other Contingencies

We were notified by the SEC on June 24, 2014, that we were the subject of a formal investigation pertaining to the timing of our disclosure and accrual of loss reserves in fiscal 2013 with respect to the previously disclosed U.S. Department of Justice (the "DOJ") and the U.S. General Services Administration (the "GSA") Office of Inspector General investigation into compliance issues relating to Tremco Roofing Division's GSA contracts. As previously disclosed, our Audit Committee completed an investigation into the facts and circumstances surrounding the timing of our disclosure and accrual of loss reserves with respect to the GSA and DOJ investigation, and determined that it was appropriate to restate our financial results for the first, second and third quarters of fiscal 2013. The restatement shifted accrual amounts among the three quarters, which had the effect of reducing net income by $7.2 million and $10.8 million for the quarterly periods ended August 31, 2012, and November 30, 2012, respectively, and increasing net income for the quarterly period ended February 28, 2013 by $18.0 million. These restatements had no impact on our audited financial statements for the fiscal years ended May 31, 2013 or 2014.

In connection with the foregoing, on September 9, 2016, the SEC filed an enforcement action against us and our General Counsel. The complaint sought disgorgement of gains that may have resulted from the conduct alleged in the complaint, and payment of unspecified monetary penalties from us and our General Counsel pursuant to Section 20(d) of the Securities Act and Section 21(d)(3) of the Exchange Act. Further, the complaint sought to permanently enjoin us from violations of Sections 17(a)(2) and (a)(3) of the Securities Act, Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act, and Exchange Act Rules 12b-20, 13a-1, 13a-11 and 13a-13, and to permanently enjoin our General Counsel from violations of Sections 17(a)(2) and (a)(3) of the Securities Act and Exchange Act Rules 13b2-1 and 13b2-2(a).

On December 22, 2020, the Court entered its Final Judgment (the "Final Judgment") resolving this matter with the SEC. In consenting to the terms of the Final Judgment, we and our General Counsel neither admitted nor denied the SEC's allegations. We agreed to pay a civil monetary penalty of $2.0 million under Section 21(d)(3) of the Exchange Act, and we are permanently enjoined from violations of Section 13(a), 13(b)(2)(a) and 13(b)(2)(b) of the Exchange Act and Exchange Act Rules 12b-20, 13a-1, 13a-11 and 13a-13. The settlement amount is accrued for in our consolidated financial statements as of November 30, 2020. Our General Counsel agreed to pay a civil monetary penalty of $22,500 under Section 21(d)(3) of the Exchange Act, and he is permanently enjoined from violations of Exchange Act Rule 13b2-1. Prior to the date of this filing, both the Company and our General Counsel have paid their respective civil monetary penalties. For both the Company and our General Counsel, the Final Judgment resolved all claims asserted by the SEC in the proceeding and included relief only with respect to certain books and records provisions of the securities laws, none of which require proof of intentional or willful misconduct.

Also, in connection with the foregoing, on April 28, 2017, a stockholder derivative action was filed in the United States District Court, Northern District of Ohio, Eastern Division, against certain of our current and former directors and officers. On February 2, 2018, the Court granted our request for a stay and stayed the derivative action pending the completion of the SEC enforcement action. The stay will be revisited by the Court now that the SEC enforcement action has been resolved. We do not believe a material loss in this matter is reasonably possible or probable.

NOTE 14 – REVENUE

We operate a portfolio of businesses and product lines that manufacture and sell a variety of specialty paints, protective coatings and roofing systems, sealants and adhesives. We disaggregate revenues from the sales of our products and services based upon geographical location by each of our reportable segments, which are aligned by similar economic factors, trends and customers, which best depict the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. See Note 15, "Segment Information," for further details regarding our disaggregated revenues as well as a description of each of the unique revenue streams related to each of our four reportable segments.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. The majority of our revenue is recognized at a point in time. However, we also record revenues generated under construction contracts, mainly in connection with the installation of specialized roofing and flooring systems and related services. For certain polymer flooring installation projects, we account for our revenue using the output method, as we consider square footage of completed flooring to be the best measure of progress toward the complete satisfaction of the performance obligation. In contrast, for certain of our roofing installation projects, we account for our revenue using the input method, as that method was the best measure of performance as it considers costs incurred in relation to total expected project costs, which essentially represents the transfer of control for roofing systems to the customer. In general, for our construction contracts, we record contract revenues and related costs as our contracts progress on an over-time model.

We have elected to apply the practical expedient to recognize revenue net of allowances for returns and any taxes collected from customers, which are subsequently remitted to governmental authorities. Payment terms and conditions vary by contract type, although our customers' payment terms generally include a requirement to pay within 30 to 60 days of fulfilling our performance obligations. In instances where the timing of revenue recognition differs from the timing of invoicing, we have determined that our contracts generally do not include a significant financing component. We have elected to apply the practical expedient to treat all shipping and handling costs as fulfillment costs, as a significant portion of these costs are incurred prior to control transfer.

Significant Judgments

Our contracts with customers may include promises to transfer multiple products and/or services to a customer. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment. For example, judgment is required to determine whether products sold in connection with the sale of installation services are considered distinct and accounted for separately, or not distinct and accounted for together with installation services and recognized over time.

We provide customer rebate programs and incentive offerings, including special pricing and co-operative advertising arrangements, promotions and other volume-based incentives. These customer programs and incentives are considered variable consideration and recognized as a reduction of net sales. Up-front consideration provided to customers is capitalized as a component of other assets and amortized over the estimated life of the contractual arrangement. We include in revenue variable consideration only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the variable consideration is resolved. In general, this determination is made based upon known customer program and incentive offerings at the time of sale, and expected sales volume forecasts as it relates to our volume-based incentives. This determination is updated each reporting period. Certain of our contracts include contingent consideration that is receivable only upon the final inspection and acceptance of a project.

We include estimates of such variable consideration in our transaction price. Based on historical experience, we consider the probability-based expected value method appropriate to estimate the amount of such variable consideration.

Our products are generally sold with a right of return and we may provide other credits or incentives, which are accounted for as variable consideration when estimating the amount of revenue to recognize. Returns and credits are estimated at contract inception and updated at the end of each reporting period as additional information becomes available. We record a right of return liability to accrue for expected customer returns. Historical actual returns are used to estimate future returns as a percentage of current sales. Obligations for returns and refunds were not material individually or in the aggregate.

We offer assurance type warranties on our products as well as separately sold warranty contracts. Revenue related to warranty contracts that are sold separately is recognized over the life of the warranty term. Warranty liabilities for our assurance type warranties are discussed further in Note 13, "Contingencies and Accrued Losses."

Contract Balances

Timing of revenue recognition may differ from the timing of invoicing customers. Our contract assets are recorded for products and services that have been provided to our customer but have not yet been billed, and are included in prepaid expenses and other current assets in our consolidated balance sheets. Our short-term contract liabilities consist of advance payments, or deferred revenue, and are included in other accrued liabilities in our consolidated balance sheets.

Trade accounts receivable, net of allowances, and net contract assets (liabilities) consisted of the following:

(In thousands, except percentages)	November 30, 2020	August 31, 2020	$ Change	% Change
Trade accounts receivable, less allowances	$ 1,081,841	$ 1,159,130	$ (77,289)	-6.7%
Contract assets	$ 27,154	$ 36,292	$ (9,138)	-25.2%
Contract liabilities - short-term	(28,310)	(25,605)	(2,705)	10.6%
Net Contract Assets (Liabilities)	$ (1,156)	$ 10,687	$ (11,843)	-110.8%

(In thousands, except percentages)	November 30, 2020	May 31, 2020	$ Change	% Change
Trade accounts receivable, less allowances	$ 1,081,841	$ 1,137,957	$ (56,116)	-4.9%
Contract assets	$ 27,154	$ 25,249	$ 1,905	7.5%
Contract liabilities - short-term	(28,310)	(25,288)	(3,022)	12.0%
Net Contract (Liabilities)	$ (1,156)	$ (39)	$ (1,117)	

The $11.8 million decrease in our net contract assets/(liabilities) from August 31, 2020 to November 30, 2020 resulted primarily due to the timing and volume of construction jobs in progress at November 30, 2020 versus August 31, 2020. During the second quarter of fiscal 2021, net sales at our U.S. based general contracting and roofing services business decreased by $40.4 million as compared to the first quarter of fiscal 2021. Due to the seasonal nature of our business, unbilled revenue is typically highest in the summer months (at the conclusion of RPM's first fiscal quarter) when favorable weather generally allows our installers to maximize productivity, and is lower throughout the remainder of the year when inconsistent weather adversely impacts productivity. The $1.1 million decrease in our net contract assets/(liabilities) from May 31, 2020 to November 30, 2020 resulted primarily due to the timing and volume of construction jobs in progress at November 30, 2020 versus May 31, 2020. This relatively flat performance is a function of relatively consistent weather during our fourth quarter of fiscal 2020 and our second quarter of fiscal 2021.

We also record long-term deferred revenue, which amounted to $66.9 million, $66.4 million and $66.0 million as of November 30, 2020, August 31, 2020 and May 31, 2020, respectively. The long-term portion of deferred revenue is related to warranty contracts and is included in other long-term liabilities in our consolidated balance sheets.

We have elected to adopt the practical expedient to not disclose the aggregate amount of transaction price allocated to performance obligations that are unsatisfied as of the end of the reporting period for performance obligations that are part of a contract with an original expected duration of one year or less.

We recognize an asset for the incremental costs of obtaining a contract with a customer if we expect the benefit of those costs to be longer than one year. As our contract terms are primarily one year or less in duration, we have elected to apply a practical expedient to expense costs as incurred for costs to obtain a contract with a customer when the amortization period would have been one year or less. These costs include our internal sales force compensation program and certain incentive programs as we have determined annual compensation is commensurate with annual sales activities.

Allowance for Credit Losses

Our primary allowance for credit losses is the allowance for doubtful accounts. The allowance for doubtful accounts reduces the trade accounts receivable balance to the estimated net realizable value equal to the amount that is expected to be collected. The allowance was based on assessments of current creditworthiness of customers, historical collection experience, the aging of receivables and other currently available evidence. Trade accounts receivable balances are written-off against the allowance if a final determination of uncollectibility is made. All provisions for allowances for doubtful collection of accounts are included in selling, general and administrative expenses.

The following tables summarize the activity for the allowance for credit losses for the three and six months ended November 30, 2020:

(In thousands)		
Balance at August 31, 2020	$	55,927
Bad debt provision		(106)
Uncollectible accounts written off, net of recoveries		(2,493)
Translation adjustments		214
Balance at November 30, 2020	$	53,542

(In thousands)		
Balance at June 1, 2020	$	55,847
Bad debt provision		1,168
Uncollectible accounts written off, net of recoveries		(5,347)
Translation adjustments		1,874
Balance at November 30, 2020	$	53,542

NOTE 15 — SEGMENT INFORMATION

We operate a portfolio of businesses and product lines that manufacture and sell a variety of specialty paints, protective coatings and roofing systems, flooring solutions, sealants, cleaners and adhesives. We manage our portfolio by organizing our businesses and product lines into four reportable segments as outlined below, which also represent our operating segments. Within each operating segment, we manage product lines and businesses which generally address common markets, share similar economic characteristics, utilize similar technologies and can share manufacturing or distribution capabilities. Our four operating segments represent components of our business for which separate financial information is available that is utilized on a regular basis by our chief operating decision maker in determining how to allocate the assets of the company and evaluate performance. These four operating segments are each managed by an operating segment manager, who is responsible for the day-to-day operating decisions and performance evaluation of the operating segment's underlying businesses. We evaluate the profit performance of our segments primarily based on income before income taxes, but also look to earnings (loss) before interest and taxes ("EBIT") as a performance evaluation measure because interest expense is essentially related to acquisitions, as opposed to segment operations.

Our CPG reportable segment products are sold throughout North America and also account for the majority of our international sales. Our construction product lines are sold directly to contractors, distributors and end-users, such as industrial manufacturing facilities, public institutions and other commercial customers. Products and services within this reportable segment include construction sealants and adhesives, coatings and chemicals, roofing systems, concrete admixture and repair products, building envelope solutions, insulated cladding, flooring systems, and weatherproofing solutions.

Our PCG reportable segment products are sold throughout North America, as well as internationally, and are sold directly to contractors, distributors and end-users, such as industrial manufacturing facilities, public institutions and other commercial customers. Products and services within this reportable segment include high-performance flooring solutions, corrosion control and fireproofing coatings, infrastructure repair systems, fiberglass reinforced plastic gratings and drainage systems.

Our Consumer reportable segment manufactures and markets professional use and do-it-yourself ("DIY") products for a variety of mainly consumer applications, including home improvement and personal leisure activities. Our Consumer segment's major manufacturing and distribution operations are located primarily in North America, along with a few locations in Europe and other parts of the world. Our consumer reportable segment products are primarily sold directly to mass merchandisers, home improvement centers, hardware stores, paint stores, craft shops and through distributors. The Consumer reportable segment offers products that include specialty, hobby and professional paints; caulks; adhesives; cleaners; sandpaper and other abrasives; silicone sealants and wood stains.

Our SPG reportable segment products are sold throughout North America and a few international locations, primarily in Europe. Our specialty product lines are sold directly to contractors, distributors and end-users, such as industrial manufacturing facilities, public institutions and other commercial customers. The SPG reportable segment offers products that include industrial cleaners, restoration services equipment, colorants, nail enamels, exterior finishes, edible coatings and specialty glazes for pharmaceutical and food industries, and other specialty original equipment manufacturer ("OEM") coatings.

In addition to our four reportable segments, there is a category of certain business activities and expenses, referred to as corporate/other, that does not constitute an operating segment. This category includes our corporate headquarters and related administrative expenses, results of our captive insurance companies, gains or losses on the sales of certain assets and other expenses not directly associated with any reportable segment. Assets related to the corporate/other category consist primarily of investments, prepaid expenses and headquarters' property and equipment. These corporate and other assets and expenses reconcile reportable segment data to total consolidated income before income taxes and identifiable assets.

We reflect income from our joint ventures on the equity method, and receive royalties from our licensees.

The following tables present a disaggregation of revenues by geography, and reflect the results of our reportable segments consistent with our management philosophy, by representing the information we utilize, in conjunction with various strategic, operational and other financial performance criteria, in evaluating the performance of our portfolio of businesses.

Three Months Ended November 30, 2020	**CPG Segment**	**PCG Segment**	**Consumer Segment**	**SPG Segment**	**Consolidated**
(In thousands)					
Net Sales (based on shipping location)					
United States	$ 261,092	$ 148,480	$ 441,235	$ 140,212	$ 991,019
Foreign					
Canada	48,686	18,196	29,460	2,209	98,551
Europe	129,586	63,891	63,454	21,644	278,575
Latin America	40,137	7,139	8,769	415	56,460
Asia Pacific	20,948	5,797	4,590	11,574	42,909
Other Foreign	3,071	15,330	-	-	18,401
Total Foreign	242,428	110,353	106,273	35,842	494,896
Total	$ 503,520	$ 258,833	$ 547,508	$ 176,054	$ 1,485,915

Three Months Ended November 30, 2019	**CPG Segment**	**PCG Segment**	**Consumer Segment**	**SPG Segment**	**Consolidated**
(In thousands)					
Net Sales (based on shipping location)					
United States	$ 270,908	$ 173,747	$ 358,500	$ 124,560	$ 927,715
Foreign					
Canada	46,199	19,309	27,075	2,555	95,138
Europe	117,548	69,999	48,741	20,946	257,234
Latin America	43,084	8,842	7,327	349	59,602
Asia Pacific	19,468	6,670	6,874	9,760	42,772
Other Foreign	2,303	14,145	2,383	-	18,831
Total Foreign	228,602	118,965	92,400	33,610	473,577
Total	$ 499,510	$ 292,712	$ 450,900	$ 158,170	$ 1,401,292

Six Months Ended November 30, 2020	**CPG Segment**	**PCG Segment**	**Consumer Segment**	**SPG Segment**	**Consolidated**
(In thousands)					
Net Sales (based on shipping location)					
United States	$ 589,053	$ 304,542	$ 950,819	$ 273,710	$ 2,118,124
Foreign					
Canada	104,328	35,309	78,368	4,129	222,134
Europe	238,305	127,526	131,064	38,639	535,534
Latin America	74,990	12,733	16,161	880	104,764
Asia Pacific	38,588	10,682	12,264	16,720	78,254
Other Foreign	5,946	27,830	-	-	33,776
Total Foreign	462,157	214,080	237,857	60,368	974,462
Total	$ 1,051,210	$ 518,622	$ 1,188,676	$ 334,078	$ 3,092,586

Six Months Ended November 30, 2019	**CPG Segment**	**PCG Segment**	**Consumer Segment**	**SPG Segment**	**Consolidated**
(In thousands)					
Net Sales (based on shipping location)					
United States	$ 578,567	$ 355,653	$ 739,729	$ 256,291	$ 1,930,240
Foreign					
Canada	96,642	40,282	59,580	4,783	201,287
Europe	231,850	134,458	99,750	41,785	507,843
Latin America	85,931	17,283	13,642	781	117,637
Asia Pacific	39,864	14,094	13,055	14,618	81,631
Other Foreign	2,761	28,183	4,474	-	35,418
Total Foreign	457,048	234,300	190,501	61,967	943,816
Total	$ 1,035,615	$ 589,953	$ 930,230	$ 318,258	$ 2,874,056

(In thousands) **Income (Loss) Before Income Taxes**	Three Months Ended November 30, 2020	Three Months Ended November 30, 2019	Six Months Ended November 30, 2020	Six Months Ended November 30, 2019
CPG Segment	$ 71,832	$ 57,123	$ 170,182	$ 139,803
PCG Segment	24,047	33,320	52,561	61,377
Consumer Segment	88,368	34,456	221,089	93,614
SPG Segment	28,406	18,762	48,855	42,089
Corporate/Other	(45,697)	(41,908)	(84,362)	(92,281)
Consolidated	$ 166,956	$ 101,753	$ 408,325	$ 244,602

(In thousands) **Identifiable Assets**	November 30, 2020	May 31, 2020
CPG Segment	$ 1,631,168	$ 1,622,632
PCG Segment	951,588	925,569
Consumer Segment	2,133,079	2,067,017
SPG Segment	754,153	728,449
Corporate/Other	320,220	287,287
Consolidated	$ 5,790,208	$ 5,630,954

NOTE 16 — GOODWILL

We account for goodwill and other intangible assets in accordance with the provisions of ASC 350 and account for business combinations using the acquisition method of accounting and, accordingly, the assets and liabilities of the entities acquired are recorded at their estimated fair values at the acquisition date. Goodwill represents the excess of the purchase price paid over the fair value of net assets acquired, including the amount assigned to identifiable intangible assets.

We assess goodwill for impairment annually during the fourth quarter, or more frequently, if events and circumstances indicate impairment may have occurred. We test goodwill for impairment at the reporting unit level. Goodwill is assigned to reporting units that are expected to benefit from the synergies of the business combination as of the acquisition date. Once goodwill has been allocated to the reporting units, it no longer retains its identification with a particular acquisition and becomes identified with the reporting unit in its entirety. Accordingly, the fair value of the reporting unit as a whole is available to support the recoverability of its goodwill. We evaluate our reporting units when changes in our operating structure occur, and if necessary, reassign goodwill using a relative fair value allocation approach.

The following table summarizes the changes in the carrying amount of goodwill, by reportable segment, for the periods presented:

(In thousands)	CPG Segment	PCG Segment	Consumer Segment	SPG Segment	Total
Balance as of May 31, 2020	$ 405,354	$ 185,404	$ 496,218	$ 163,090	$ 1,250,066
Translation adjustments & other	21,396	265	4,075	2,732	28,468
Balance as of August 31, 2020	426,750	185,669	500,293	165,822	1,278,534
Acquisitions	-	-	20,126	-	20,126
Translation adjustments	1,238	458	(145)	566	2,117
Balance as of November 30, 2020	$ 427,988	$ 186,127	$ 520,274	$ 166,388	$ 1,300,777

NOTE 17 — SUBSEQUENT EVENTS

Subsequent to the end of our second quarter, and as discussed in further detail above in Note 13, “Contingencies and Accrued Losses,” to the Consolidated Financial Statements, the Court entered its Final Judgment resolving the "SEC Investigation & Enforcement Action" on December 22, 2020. The settlement amount has been accrued for in our consolidated financial statements as of the period ending November 30, 2020.

ITEM 2. ***MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS***

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our financial statements include all of our majority-owned subsidiaries. Investments in less-than-majority-owned joint ventures for which we have the ability to exercise significant influence over are accounted for under the equity method. Preparation of our financial statements requires the use of estimates and assumptions that affect the reported amounts of our assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. We continually evaluate these estimates, including those related to our allowances for doubtful accounts; reserves for excess and obsolete inventories; allowances for recoverable sales and/or value-added taxes; uncertain tax positions; useful lives of property, plant and equipment; goodwill and other intangible assets; environmental, warranties and other contingent liabilities; income tax valuation allowances; pension plans; and the fair value of financial instruments. We base our estimates on historical experience, our most recent facts, and other assumptions that we believe to be reasonable under the circumstances. These estimates form the basis for making judgments about the carrying values of our assets and liabilities. Actual results, which are shaped by actual market conditions, may differ materially from our estimates.

A comprehensive discussion of the accounting policies and estimates that are the most critical to our financial statements are set forth in our Annual Report on Form 10-K for the year ended May 31, 2020.

BUSINESS SEGMENT INFORMATION

The following tables reflect the results of our reportable segments consistent with our management philosophy, and represent the information we utilize, in conjunction with various strategic, operational and other financial performance criteria, in evaluating the performance of our portfolio of businesses.

	Three Months Ended		Six Months Ended	
(In thousands)	November 30, 2020	November 30, 2019	November 30, 2020	November 30, 2019
Net Sales				
CPG Segment	$ 503,520	$ 499,510	$ 1,051,210	$ 1,035,615
PCG Segment	258,833	292,712	518,622	589,953
Consumer Segment	547,508	450,900	1,188,676	930,230
SPG Segment	176,054	158,170	334,078	318,258
Consolidated	$ 1,485,915	$ 1,401,292	$ 3,092,586	$ 2,874,056
Income Before Income Taxes (a)				
CPG Segment				
Income Before Income Taxes (a)	$ 71,832	$ 57,123	$ 170,182	$ 139,803
Interest (Expense), Net (b)	(2,141)	(2,074)	(4,251)	(4,101)
EBIT (c)	$ 73,973	$ 59,197	$ 174,433	$ 143,904
PCG Segment				
Income Before Income Taxes (a)	$ 24,047	$ 33,320	$ 52,561	$ 61,377
Interest Income (Expense), Net (b)	9	25	(22)	(104)
EBIT (c)	$ 24,038	$ 33,295	$ 52,583	$ 61,481
Consumer Segment				
Income Before Income Taxes (a)	$ 88,368	$ 34,456	$ 221,089	$ 93,614
Interest (Expense), Net (b)	(64)	(56)	(127)	(161)
EBIT (c)	$ 88,432	$ 34,512	$ 221,216	$ 93,775
SPG Segment				
Income Before Income Taxes (a)	$ 28,406	$ 18,762	$ 48,855	$ 42,089
Interest Income (Expense), Net (b)	(73)	(7)	(155)	19
EBIT (c)	$ 28,479	$ 18,769	$ 49,010	$ 42,070
Corporate/Other				
(Loss) Before Income Taxes (a)	$ (45,697)	$ (41,908)	$ (84,362)	$ (92,281)
Interest (Expense), Net (b)	(9,478)	(15,424)	(16,175)	(36,121)
EBIT (c)	$ (36,219)	$ (26,484)	$ (68,187)	$ (56,160)
Consolidated				
Net Income	$ 127,884	$ 77,322	$ 308,670	$ 183,818
Add: Provision for Income Taxes	39,072	24,431	99,655	60,784
Income Before Income Taxes (a)	166,956	101,753	408,325	244,602
Interest (Expense)	(21,266)	(26,341)	(43,011)	(54,658)
Investment Income, Net	9,519	8,805	22,281	14,190
EBIT (c)	$ 178,703	$ 119,289	$ 429,055	$ 285,070

(a) The presentation includes a reconciliation of Income (Loss) Before Income Taxes, a measure defined by generally accepted accounting principles ("GAAP") in the U.S., to EBIT.

(b) Interest Income (Expense), Net includes the combination of interest income (expense) and investment income (expense), net.

(c) EBIT is a non-GAAP measure, and is defined as earnings (loss) before interest and taxes. We evaluate the profit performance of our segments based on income before income taxes, but also look to EBIT, as a performance evaluation measure because interest expense is essentially related to acquisitions, as opposed to segment operations. We believe EBIT is useful to investors for this purpose as well, using EBIT as a metric in their investment decisions. EBIT should not be considered an alternative to, or more meaningful than, income before income taxes as determined in accordance with GAAP, since EBIT omits the impact of interest in determining operating performance, which represent items necessary to our continued operations, given our level of indebtedness. Nonetheless, EBIT is a key measure expected by and useful to our fixed income investors, rating agencies and the banking community all of whom believe, and we concur, that this measure is critical to the capital markets' analysis of our segments' core operating performance. We also evaluate EBIT because it is clear that movements in EBIT impact our ability to attract financing. Our underwriters and bankers consistently require inclusion of this measure in offering memoranda in conjunction with any debt underwriting or bank financing. EBIT may not be indicative of our historical operating results, nor is it meant to be predictive of potential future results.

RESULTS OF OPERATIONS

Three Months Ended November 30, 2020

Net Sales

(in millions, except percentages)	Three months ended November 30, 2020	Three months ended November 30, 2019	Total Growth	Organic Growth(1)	Acquisition Growth	Foreign Currency Exchange Impact
CPG Segment	$ 503.5	$ 499.5	0.8%	1.2%	—	-0.4%
PCG Segment	258.8	292.7	-11.6%	-12.2%	0.2%	0.4%
Consumer Segment	547.5	450.9	21.4%	15.2%	5.8%	0.4%
SPG Segment	176.1	158.2	11.3%	6.6%	3.8%	0.9%
Consolidated	$ 1,485.9	$ 1,401.3	6.0%	3.5%	2.3%	0.2%

(1) Organic sales include the impact of price and volume

Our CPG segment experienced modest organic growth quarter over quarter, despite commercial and institutional construction markets that continue to be soft in North America and Europe. The growth that was achieved during the second quarter of fiscal 2021 was mainly driven by a focus on renovation and restoration projects, which allowed CPG to expand its position as a single-source provider of building envelope systems. The segment also continued to gain market share during the quarter in construction technologies, led by its insulated concrete form business.

Our PCG segment experienced organic sales declines during the quarter as restrictions associated with Covid impacted the ability of contractors to gain access to the facilities of our end customers. Furthermore, our customers in the energy sector are facing poor economic conditions, which is causing deferrals in industrial maintenance spending. The segment was particularly challenged in emerging markets. Lastly, a series of hurricanes throughout the Gulf region of the U.S. temporarily disrupted our coatings business.

Our Consumer segment experienced significant organic growth as it benefitted from unprecedented demand worldwide for its "do-it-yourself" home improvement products, as consumers are spending more time at home during the Covid shutdowns. Additionally, cleaning product sales continue to grow with the increased emphasis during the Covid pandemic.

Our SPG segment experienced organic sales growth resulting from more significant hurricane and wildfire activity, which drove demand for our water restoration equipment, as well as fluorescent pigments, which are used in fire retardant tracer dyes. Additionally, we experienced strong demand for our disinfectants, air purification equipment, and HEPA filters. Sales of our industrial wood protection products also increased during the period, a result of a stronger residential market, which has driven demand for lumber, furniture and cabinets in the U.S. We also expanded sales in our forestry chemicals business in Australia and New Zealand.

As demonstrated above, Covid has had a mixed impact on our businesses, impacting some unfavorably and others favorably. RPM continues to be well-served by the strategic balance in its portfolio of businesses. It continues to be difficult to predict the future financial impact on net sales, as we cannot predict the duration or scope of the pandemic, but the impact could be material. Future performance in net sales is dependent on several factors, including but not limited to: (i) the ability of our customers to continue operations; (ii) continued organic growth in DIY sales, as people spend more time at home; (iii) continued organic growth in professional and consumer cleaning and disinfectant brands, some of which are effective against Covid; (iv) the nature and extent of facility closures as a result of Covid; (v) the length and severity of the downturn in energy and construction markets and associated unfavorable impact on maintenance spending in these sectors; and (vi) the ability for our suppliers to meet demand requirements. With that being said, we expect to generate consolidated sales growth in the mid-single digits during the third quarter of fiscal 2021, which is more in line with recent quarters prior to the outbreak of Covid.

Gross Profit Margin Our consolidated gross profit margin of 39.4% of net sales for the second quarter of fiscal 2021 compares to a consolidated gross profit margin of 37.8% for the comparable period a year ago. The current quarter gross profit margin increase of approximately 1.6%, or 160 basis points ("bps"), resulted primarily from a combination of increases in selling prices, MAP to Growth savings, which include raw material savings due to our centralized procurement initiatives, and higher sales volume versus the same period a year ago.

Raw material cost inflation was neutral during the second quarter of fiscal 2021 overall, but has been recently rising fairly broadly across our key product categories. Our global supply chain remains strong, despite some challenges at specific businesses in our portfolio. While we have had to temporarily shut down certain plants in response to Covid, we have generally been able to maintain our principal operations. While we have not yet experienced a material impact, we do anticipate that certain raw materials are likely to create future cost pressure as our suppliers are struggling to meet demand in light of Covid. Despite these facts, as we cannot predict the duration or scope of the Covid pandemic, the future financial impact to gross profit margin cannot be reasonably estimated, but could be material.

SG&A Our consolidated SG&A expense during the period was $3.9 million lower versus the same period last year and decreased to 26.9% of net sales from 28.8% of net sales for the prior year quarter. During the second quarter of fiscal 2021, we continued our MAP to Growth and have generated incremental savings of approximately $5.7 million. Additional SG&A expense recognized by companies we recently acquired approximated $5.2 million during the second quarter of fiscal 2021.

Our CPG segment SG&A was approximately $10.2 million lower for the second quarter of fiscal 2021 versus the comparable prior year period and decreased as a percentage of net sales. The decrease was mainly due to reducing discretionary spending (i.e., meetings, travel, etc.), temporary salary cuts taken in response to the economic downturn, and MAP to Growth savings.

Our PCG segment SG&A was approximately $2.8 million lower for the second quarter of fiscal 2021 versus the comparable prior year period but increased as a percentage of net sales, mainly due to the deleveraging effect from lower sales volume compared to the prior comparable quarter. Additionally, the quarter over quarter PCG segment SG&A decrease was primarily attributable to a reduction in discretionary spending and MAP to Growth savings. Finally, the company we recently acquired contributed approximately $0.1 million of additional SG&A expense during the current quarter.

Our Consumer segment SG&A increased by approximately $3.5 million during the second quarter of fiscal 2021 versus the same period last year but decreased as a percentage of net sales. The quarter-over-quarter increase in SG&A was primarily attributable to the SG&A added from the company acquired during the second quarter of fiscal 2021, which totaled $4.0 million. Additionally, there were increases in distribution costs and incentive compensation costs as a result of higher volume, but these increases were completely offset by a reduction in discretionary spending during the quarter.

Our SPG segment SG&A was approximately $2.4 million lower during the second quarter of fiscal 2021 versus the comparable prior year period and decreased as a percentage of net sales. The decrease in SG&A expense is attributable to cost control measures and savings resulting from actions taken during the past year associated with our MAP to Growth and lower year-over-year spending on ERP implementations. Additionally, the company we recently acquired contributed approximately $1.1 million of additional SG&A expense during the current quarter.

SG&A expenses in our corporate/other category increased by $8.0 million during the second quarter of fiscal 2021 as compared to last year's second quarter due mainly to higher incentives related to performance and pension costs.

	Three months ended		
(in millions)	**November 30, 2020**	**November 30, 2019**	**Change**
Service cost	$ 13.0	$ 11.7	$ 1.3
Interest cost	5.2	6.6	(1.4)
Expected return on plan assets	(9.9)	(10.4)	0.5
Amortization of:			
Prior service (credit)	(0.1)	(0.1)	-
Net actuarial losses recognized	8.2	5.3	2.9
Total Net Periodic Pension & Postretirement Benefit Costs	$ 16.4	$ 13.1	$ 3.3

We expect that pension expense will fluctuate on year-to-year basis, depending upon the investment performance of plan assets and potential changes in interest rates, both of which are difficult to predict in light of the lingering macroeconomic uncertainties associated with Covid, but which may have a material impact on our consolidated financial results in the future.

As we cannot predict the duration or scope of the Covid pandemic, the future financial impact to SG&A cannot be reasonably estimated, but could be material. The disruption caused by the outbreak of Covid may impact our near-term ability to drive further reduction in SG&A as a percentage of sales. However, this will be offset to some degree by lower variable SG&A, such as reduced travel-related expenses incurred by our associates, due to travel restrictions in place because of the Covid outbreak.

Restructuring Charges

(in millions)	Three months ended November 30, 2020	Three months ended November 30, 2019
Severance and benefit costs	$ 2.1	$ 2.7
Facility closure and other related costs	2.3	1.8
Other restructuring costs	0.5	0.3
Total Restructuring Costs	$ 4.9	$ 4.8

These charges are associated with closures of certain facilities as well as the elimination of duplicative headcount and infrastructure associated with certain of our businesses and are the result of the continued implementation of our MAP to Growth, which focuses upon strategic shifts in operations across our entire business.

Our current expectation of future additional restructuring costs is shown in the table below.

(in millions)	As of November 30, 2020
Severance and benefit costs	$ 3.0
Facility closure and other related costs	6.6
Other restructuring costs	0.7
Total Future Expected Restructuring Costs	$ 10.3

We previously expected these charges to be incurred by the end of calendar year 2020, upon which we expected to achieve an annualized pretax savings of approximately $290 million per year. However, the disruption caused by the outbreak of Covid delayed the finalization of our MAP to Growth past the original target completion date of December 31, 2020. We now expect to utilize the remainder of fiscal year 2021 to achieve the goals originally set forth in our MAP to Growth. Certain of these projects may not be finalized until fiscal year 2022 and we would expect to continue to recognize restructuring expense throughout fiscal year 2022, as projects related to our MAP to Growth are executed and completed.

Despite the delay in finalizing our MAP to Growth past the original target completion date, we expect we will have achieved our annualized pretax savings goal of approximately $290 million and made substantial progress on our $230 million working capital improvement goal by May 31, 2021. See Note 3, "Restructuring," to the Consolidated Financial Statements, for further details surrounding our MAP to Growth.

Interest Expense

(in millions, except percentages)	Three months ended November 30, 2020	Three months ended November 30, 2019
Interest expense	$ 21.3	$ 26.3
Average interest rate	3.31%	3.88%

The interest rate decrease was a result of lower market rates on the variable cost borrowings.

(in millions)	Change in interest expense
Non-acquisition-related average borrowings	$ (2.9)
Acquisition-related borrowings	0.6
Change in average interest rate	(2.7)
Total Change in Interest Expense	$ (5.0)

Investment (Income), Net

(in millions)	Three months ended November 30, 2020	Three months ended November 30, 2019
Dividend & Interest (Income)	$ (1.1)	$ (1.9)
(Gains) on marketable securities	(8.4)	(6.9)
Investment (Income), Net	$ (9.5)	$ (8.8)

Income Before Income Taxes ("IBT")

(in millions, except percentages)	Three months ended November 30, 2020	% of net sales	November 30, 2019	% of net sales
CPG Segment	$ 71.8	14.3%	$ 57.1	11.4%
PCG Segment	24.0	9.3%	33.3	11.4%
Consumer Segment	88.4	16.1%	34.5	7.6%
SPG Segment	28.4	16.1%	18.8	11.9%
Non-Op Segment	(45.6)	—	(41.9)	—
Consolidated	$ 167.0		$ 101.8	

Our CPG segment results reflect proactive management to improve its product mix, MAP to Growth savings and cost control measures. Our PCG segment results reflect the impact of the Covid pandemic restrictions, challenges in emerging markets, as well as disruptions in our coatings business caused by the series of hurricanes throughout the Gulf region in the U.S. Our Consumer segment results reflect the large increase in sales and related volume leveraging impact on margins, along with savings from our MAP to Growth. Our SPG segment results reflect sales increases in our fluorescent pigment, water damage restoration, and our industrial wood protection products businesses, and strong demand for our disinfectants, air purification equipment, and HEPA filters, in addition to savings from our MAP to Growth and other cost cutting measures.

Income Tax Rate The effective income tax rate of 23.4% for the three months ended November 30, 2020 compares to the effective income tax rate of 24.0% for the three months ended November 30, 2019. The effective income tax rates for the three months ended November 30, 2020 and 2019 reflect variances from the 21% statutory rate due primarily to the unfavorable impact of state and local income taxes and the net tax on foreign subsidiary income resulting from the global intangible low-taxed income provisions, partially offset by tax benefits related to equity compensation.

Net Income

(in millions, except percentages and per share amounts)	Three months ended November 30, 2020	% of net sales	November 30, 2019	% of net sales
Net income	$ 127.9	8.6%	$ 77.3	5.5%
Net income attributable to RPM International Inc. stockholders	127.7	8.6%	77.0	5.5%
Diluted earnings per share	0.98		0.59	

Six Months Ended November 30, 2020

Net Sales

(in millions, except percentages)	Six months ended November 30, 2020	Six months ended November 30, 2019	Total Growth	Organic Growth(1)	Acquisition Growth	Foreign Currency Exchange Impact
CPG Segment	$ 1,051.2	$ 1,035.6	1.5%	2.4%	—	-0.9%
PCG Segment	518.6	590.0	-12.1%	-12.2%	0.2%	-0.1%
Consumer Segment	1,188.7	930.2	27.8%	24.9%	2.8%	0.1%
SPG Segment	334.1	318.3	5.0%	0.4%	4.0%	0.6%
Consolidated	$ 3,092.6	$ 2,874.1	7.6%	6.5%	1.4%	-0.3%

(1) Organic sales include the impact of price and volume

Our CPG segment experienced modest organic growth driven mainly by market share gains in our construction technologies, led by our insulated concrete form business. In addition, our roofing business grew as we experienced better weather in the current year than the prior year when unfavorable conditions caused a delay in North American construction activity. Additionally, our commercial sealants business experienced sales increases during the first half of fiscal 2021 from distributors who did not order in April and May due to Covid lockdown restrictions.

Our PCG segment experienced organic declines during the period as restrictions associated with Covid impacted the ability of contractors to gain access to the facilities of our end customers. Furthermore, our customers in the energy sector are facing poor economic conditions, which is causing deferrals in industrial maintenance spending. The segment was particularly challenged in emerging markets. Lastly, a series of hurricanes throughout the Gulf region of the U.S. temporarily disrupted our coatings business.

Our Consumer segment experienced significant organic growth resulting from a combination of higher “do-it-yourself” demand as consumers are spending more time at home during the Covid shutdowns and an easier comparison to the prior year, when sales were very low due to extremely wet weather. In addition, growth in our cleaning product businesses contributed to sales growth for the current period.

Our SPG segment experienced organic growth resulting from more significant wildfire activity, which drove demand for our fluorescent pigments, which are used in fire retardant tracer dyes. Additionally, sales of our industrial wood protection products increased during the period, a result of a stronger residential market, which has driven demand for lumber, furniture and cabinets in the U.S. Lastly, we experienced increases in sales due to favorable market conditions in our nail polish business, as Covid has led to more demand for our product offering with nails being done at home instead of at salons.

As demonstrated above, Covid has had a mixed impact on our businesses, impacting some unfavorably and others favorably. RPM continues to be well-served by the strategic balance in its portfolio of businesses. It continues to be difficult to predict the future financial impact on net sales, as we cannot predict the duration or scope of the pandemic, but the impact could be material. Future performance in net sales is dependent on several factors, including but not limited to: (i) the ability of our customers to continue operations; (ii) continued organic growth in DIY sales, as people spend more time at home; (iii) continued organic growth in professional and consumer cleaning and disinfectant brands, some of which are effective against Covid; (iv) the nature and extent of facility closures as a result of Covid; and (v) the length and severity of the downturn in energy markets and associated unfavorable impact on maintenance spending in this sector. With that being said, we expect to generate consolidated sales growth in the mid-single digits, which is more in line with recent quarters prior to the outbreak of Covid.

Gross Profit Margin Our consolidated gross profit margin of 40.1% of net sales for the first half of fiscal 2021 compares to a consolidated gross profit margin of 38.4% for the comparable period a year ago. The current period gross profit margin increase of approximately 1.7%, or 170 bps, resulted primarily from a combination of increases in selling prices, MAP to Growth savings, which include raw material savings due to our centralized procurement initiatives, and higher sales volume versus the same period a year ago.

Raw material costs inflation was neutral during the first half of fiscal 2021, but has been recently rising broadly across our key product categories. Our global supply chain remains strong, despite some challenges at specific businesses in our portfolio. While we have had to temporarily shut down certain plants in response to Covid, we have generally been able to maintain our principal operations. While we have not yet experienced a material impact, we do anticipate that certain raw materials and packaging components are likely to create future cost pressure, as our suppliers are struggling to meet demand in light of Covid. Despite these facts, as we cannot predict the duration or scope of the Covid pandemic, the future financial impact to gross profit margin cannot be reasonably estimated, but could be material.

SG&A Our consolidated SG&A expense during the current period was $8.6 million lower versus the same period last year and decreased to 25.7% of net sales from 28.0% of net sales for the prior year period. During the first half of fiscal 2021, we continued our MAP to Growth and have generated incremental savings of approximately $12.5 million. Additional SG&A expense recognized by companies we recently acquired approximated $6.4 million during the first half of fiscal 2021.

Our CPG segment SG&A was approximately $19.6 million lower for the first half of fiscal 2021 versus the comparable prior year period and decreased as a percentage of net sales when compared to the prior comparable period. The decrease in SG&A expense was mainly due to reducing discretionary spending (i.e., meetings, travel, etc.), temporary salary cuts taken in response to the economic downturn, and MAP to Growth savings.

Our PCG segment SG&A was approximately $11.4 million lower for the first half of fiscal 2021 versus the comparable prior year period, but increased as a percentage of net sales, mainly due to the decrease in sales for the period. The decrease in SG&A was primarily attributable to a reduction in discretionary spending, as well as MAP to Growth savings. Additionally, the company we recently acquired contributed approximately $0.2 million of additional SG&A expense during the current period.

Our Consumer segment SG&A increased by approximately $17.2 million during the first half of fiscal 2021 versus the same period last year but decreased as a percentage of net sales. The period-over-period increase in SG&A was primarily attributable to increases in distribution costs and incentives compensation costs as a result of higher volume, offset somewhat by a reduction in discretionary spending during the period. There were also slight increases in advertising and promotional expense. Additionally, the company we recently acquired contributed approximately $4.0 million of additional SG&A expense during the current period.

Our SPG segment SG&A was approximately $3.1 million lower during the first half of fiscal 2021 versus the comparable prior year period and decreased as a percentage of net sales. The decrease in SG&A expense is attributable to cost control measures and savings resulting from actions taken during the past year associated with our MAP to Growth and lower year-over-year spending on ERP implementations. Partially offsetting these decreases was approximately $2.2 million of additional SG&A expense contributed by the company we recently acquired.

SG&A expenses in our corporate/other category increased by $8.5 million during the first half of fiscal 2021 as compared to last year's first half due mainly to higher incentives related to performance and pension costs.

	Six months ended		
(in millions)	**November 30, 2020**	**November 30, 2019**	**Change**
Service cost	$ 25.9	$ 23.3	$ 2.6
Interest cost	10.5	13.2	(2.7)
Expected return on plan assets	(19.8)	(20.8)	1.0
Amortization of:			
Prior service (credit)	(0.1)	(0.1)	-
Net actuarial losses recognized	16.3	10.6	5.7
Total Net Periodic Pension & Postretirement Benefit Costs	$ 32.8	$ 26.2	$ 6.6

We expect that pension expense will fluctuate on year-to-year basis, depending upon the investment performance of plan assets and potential changes in interest rates, both of which are difficult to predict in light of the lingering macroeconomic uncertainties associated with Covid, but which may have a material impact on our consolidated financial results in the future.

As we cannot predict the duration or scope of the Covid pandemic, the future financial impact to SG&A cannot be reasonably estimated, but could be material. The disruption caused by the outbreak of Covid may impact our near-term ability to drive further reduction in SG&A as a percentage of sales. However, this will be offset to some degree by lower variable SG&A, such as reduced travel-related expenses incurred by our associates, due to travel restrictions in place because of the Covid outbreak.

Restructuring Charges

(in millions)	Six months ended November 30, 2020	Six months ended November 30, 2019
Severance and benefit costs	$ 4.6	$ 6.5
Facility closure and other related costs	3.8	4.6
Other restructuring costs	0.8	0.3
Total Restructuring Costs	$ 9.2	$ 11.4

For further information and detail about our MAP to Growth plan, see "Restructuring Charges" in Results of Operations – Three Months Ended November 30, 2020, and Note 4, "Restructuring," to the Consolidated Financial Statements.

Interest Expense

(in millions, except percentages)	Six months ended November 30, 2020	Six months ended November 30, 2019
Interest expense	$ 43.0	$ 54.7
Average interest rate	3.38%	4.00%

The interest rate decrease was a result of lower market rates on the variable cost borrowings.

(in millions)	Change in interest expense
Non-acquisition-related average borrowings	$ (5.7)
Acquisition-related borrowings	0.8
Change in average interest rate	(6.8)
Total Change in Interest Expense	$ (11.7)

Investment (Income), Net

(in millions)	Six months ended November 30, 2020	Six months ended November 30, 2019
Dividend & Interest (Income)	$ (2.1)	$ (3.7)
(Gains) on marketable securities	(20.2)	(10.5)
Investment (Income), Net	$ (22.3)	$ (14.2)

Income Before Income Taxes ("IBT")

	Six months ended			
(in millions, except percentages)	November 30, 2020	% of net sales	November 30, 2019	% of net sales
CPG Segment	$ 170.2	16.2%	$ 139.8	13.5%
PCG Segment	52.6	10.1%	61.4	10.4%
Consumer Segment	221.1	18.6%	93.6	10.1%
SPG Segment	48.9	14.6%	42.1	13.2%
Non-Op Segment	(84.5)	—	(92.3)	—
Consolidated	$ 408.3		$ 244.6	

Our CPG segment results reflect proactive management to improve its product mix, MAP to Growth savings and cost control measures. Our PCG segment results reflect the impact of the Covid pandemic restrictions, challenges in emerging markets, as well as disruptions in our coatings business caused a series of hurricanes throughout the Gulf region in the U.S. Our Consumer segment results reflect the large increase in sales and related volume leveraging impact on margins, along with savings from our MAP to Growth. Our SPG segment results reflect sales increases in our fluorescent pigment, industrial wood protection products, and nail polish businesses, in addition to savings from our MAP to Growth and other cost cutting measures.

Income Tax Rate The effective income tax rate of 24.4% for the six months ended November 30, 2020 compares to the effective income tax rate of 24.9% for the six months ended November 30, 2019. The effective income tax rates for the six months ended November 30, 2020 and 2019 reflect variances from the 21% statutory rate due primarily to the unfavorable impact of state and local income taxes and the net tax on foreign subsidiary income resulting from the global intangible low-taxed income provisions, partially offset by tax benefits related to equity compensation.

Net Income

	Six months ended					
(in millions, except percentages and per share amounts)		**November 30, 2020**	**% of net sales**		**November 30, 2019**	**% of net sales**
Net income	$	308.7	10.0%	$	183.8	6.4%
Net income attributable to RPM International Inc. stockholders		308.3	10.0%		183.2	6.4%
Diluted earnings per share		2.37			1.41	

LIQUIDITY AND CAPITAL RESOURCES

Operating Activities

Fiscal 2021 Compared with Fiscal 2020

Approximately $579.5 million of cash was provided by operating activities during the first six months of fiscal 2021, compared with $300.2 million of cash provided by operating activities during the same period last year. The net change in cash from operations includes the change in net income, which increased by $124.9 million during the first six months of fiscal 2021 versus the same period during fiscal 2020.

The change in accounts receivable during the first half of fiscal 2021 provided approximately $92.8 million less cash than during the same period a year ago. This resulted from the timing of sales, which dipped sharply in the fourth quarter of last year, but rebounded sharply in the first half of this year. Days sales outstanding ("DSO") at November 30, 2020 decreased to 60.6 days from 62.8 days at November 30, 2019. Our CPG and Consumer segments achieved decreases in DSO during the current period versus last year. Those improvements were partially offset by increased DSO at our PCG and SPG segments.

During the first half of fiscal 2021, we spent approximately $62.8 million less cash for inventory compared to our spending during the same period a year ago, which resulted primarily from the timing of purchases by retail customers. Days of inventory outstanding ("DIO") was approximately 83.0 and 91.2 days at November 30, 2020 and 2019, respectively. The decrease in DIO was driven mainly by the Consumer and SPG segments, which was due to a significant increase in demand as well as our MAP to Growth efforts to improve our manufacturing and operational planning processes.

The change in accounts payable during the first half of fiscal 2021 used approximately $79.0 million less cash than during the first half of fiscal 2020 due principally to the timing of purchases, but also longer days payables outstanding ("DPO") which increased by approximately 6.3 days from 75.1 days at November 30, 2019 to 81.4 days at November 30, 2020. The longer DPO is a direct result of moving toward a center-led procurement process that includes negotiating modified payment terms. Cash provided from operations, along with the use of available credit lines, as required, remain our primary sources of liquidity.

The change in other accrued liabilities during the first half of fiscal 2021 used approximately $75.4 million less cash than during the first half of fiscal 2020 due principally to the timing of income taxes payable and the increase in customer rebate accruals. Additionally, certain government entities located where we have operations have enacted various pieces of legislation designed to help businesses weather the economic impact of Covid and ultimately preserve jobs. Some of this legislation, such as the Coronavirus Aid, Relief, and Economic Security (CARES) Act here in the U.S., enables employers to postpone the payment of various types of taxes over varying time horizons. As of May 31, 2020, we had deferred $17.7 million of such government payments that would have normally been paid during our fourth quarter of fiscal 2020, but which will be paid in future periods. During the six months ended November 30, 2020, we deferred an additional $10.7 million of such government payments that would have normally been paid during our first half of fiscal 2021, but which will be paid in future periods. The $10.7 million of deferrals generated during the first half of fiscal 2021 is presented net of payments that occurred during the first half of fiscal 2021 but which normally would have been paid in prior periods.

As we cannot predict the duration or scope of the Covid pandemic and its impact on our customers and suppliers, the negative financial impact to our results cannot be reasonably estimated, but could be material. We are actively managing the business to maintain cash flow and we have significant liquidity. We believe that these factors will allow us to meet our anticipated funding requirements.

Investing Activities

For the first half of fiscal 2021, cash used for investing activities increased by $79.2 million to $186.0 million as compared to $106.7 million in the prior year period. This year-over-year increase in cash used for investing activities was mainly driven by $77.3 million in more cash spent on acquisitions as we made a larger acquisition during the first half of fiscal 2021 as compared to the first half of fiscal 2020.

Capital expenditures, other than for ordinary repairs and replacements, are made to accommodate our continued growth to achieve production and distribution efficiencies, expand capacity, introduce new technology, improve environmental health and safety capabilities, improve information systems, and enhance our administration capabilities. We paid for capital expenditures of $70.9 million and $71.4 million during the first halves of fiscal 2021 and fiscal 2020, respectively. We have continued to maintain an elevated level of capital spending in fiscal 2021, in an effort to consolidate ERP systems and our plant footprint, as part of our MAP to Growth.

Our captive insurance companies invest their excess cash in marketable securities in the ordinary course of conducting their operations, and this activity will continue. Differences in the amounts related to these activities on a year-over-year basis are primarily attributable to differences in the timing and performance of their investments balanced against amounts required to satisfy claims. At November 30, 2020 and May 31, 2020, the fair value of our investments in marketable securities, which includes captive insurance-related assets, totaled $143.5 million and $114.0 million, respectively. The fair value of our portfolio of marketable securities is based on quoted market prices for identical, or similar, instruments in active or non-active markets or model-derived-valuations with observable inputs. We have no marketable securities whose fair value is subject to unobservable inputs.

As of November 30, 2020, approximately $232.4 million of our consolidated cash and cash equivalents were held at various foreign subsidiaries, compared with $199.6 million at May 31, 2020. Undistributed earnings held at our foreign subsidiaries that are considered permanently reinvested will be used, for instance, to expand operations organically or for acquisitions in foreign jurisdictions. Further, our operations in the U.S. generate sufficient cash flow to satisfy U.S. operating requirements. Refer to Note 8, “Income Taxes,” to the Consolidated Financial Statements for additional information regarding unremitted foreign earnings.

Financing Activities

For the first half of fiscal 2021, cash used for financing activities increased by $163.5 million to $370.0 million as compared to $206.5 million in the prior year period. The overall increase in cash used for financing activities was driven principally by debt-related activities, as we received $539.3 million less cash related to new debt and used $286.6 million less cash to paydown existing debt in the first half of fiscal 2021 as compared to the prior year. See below for further details on the significant components of our debt.

The increase in cash used for financing activities generated by debt-related activities was somewhat offset by a $100.0 million decrease in cash used for the repurchase of common stock during the first half of fiscal 2021, as compared to the prior year, as we suspended our stock repurchase program during the fourth quarter of fiscal 2020, given macroeconomic uncertainty resulting from the Covid pandemic.

Our available liquidity, including our cash and cash equivalents and amounts available under our committed credit facilities, stood at $1.56 billion at November 30, 2020, compared with $1.28 billion at May 31, 2020. Significant components of our debt include (refer to “Note G – Borrowings” in our Annual Report on Form 10-K for the fiscal year ended May 31, 2020 for more comprehensive details):

Term Loan Facility Credit Agreement

On February 21, 2020, we and our subsidiary, RPM New Horizons Netherlands, B.V. (the “Foreign Borrower”), entered into an unsecured syndicated term loan facility credit agreement (the “New Credit Facility”) with the lenders party thereto and PNC Bank, National Association, as administrative agent for the lenders. The New Credit Facility provides for a $300 million term loan to us and a $100 million term loan to the Foreign Borrower (together, the “Term Loans”), each of which was fully advanced on the closing date. The Term Loans mature on February 21, 2023, with no scheduled amortization before that date, and the Term Loans may be prepaid at any time without penalty or premium. We agreed to guarantee all obligations of the Foreign Borrower under the New Credit Facility. The proceeds of the Term Loans were used to repay a portion of the outstanding borrowings under our Revolving Credit Facility. See “Revolving Credit Agreement” below for further details.

The Term Loans will bear interest at either the base rate or the Eurodollar Rate, at our option, plus a spread determined by our debt rating. We, and the Foreign Borrower, have entered into multicurrency floating to fixed interest rate swap agreements that effectively fix interest payment obligations on the entire principal amount of the Term Loans through their maturity at (a) 0.612% per annum on our Term Loan, and (b) 0.558% per annum on the Foreign Borrower’s Term Loan.

The New Credit Facility contains customary covenants, including but not limited to, limitations on our ability, and in certain instances, our subsidiaries’ ability, to incur liens, make certain investments, or sell or transfer assets. Additionally, we may not permit (i) our consolidated interest coverage ratio to be less than 3.5 to 1.0, or (ii) our leverage ratio (defined as the ratio of total indebtedness, less unencumbered cash and cash equivalents in excess of $50 million, to consolidated EBITDA for the four most recent fiscal quarters) to exceed 3.75 to 1.0. Upon notification to the lenders, however, the maximum permitted leverage ratio can be relaxed to 4.25 to 1.0 for a one-year period in connection with certain material acquisitions. The covenants contained in the New Credit Facility are substantially similar to those contained in our Revolving Credit Facility. See “Revolving Credit Agreement” below for details on our compliance with all significant financial covenants at November 30, 2020.

Accounts Receivable Securitization Program

As of November 30, 2020, the outstanding balance under our AR Program was $75.0 million, which compares with the maximum availability on that date of $250.0 million. The maximum availability under the AR Program is $250.0 million, but availability is further subject to changes in the credit ratings of our customers, customer concentration levels or certain characteristics of the accounts receivable being transferred and, therefore, at certain times, we may not be able to fully access the $250.0 million of funding available under the AR Program.

The AR Program contains various customary affirmative and negative covenants, as well as customary default and termination provisions. Our failure to comply with the covenants described above and other covenants contained in the Revolving Credit Facility could result in an event of default under that agreement, entitling the lenders to, among other things, declare the entire amount outstanding under the Revolving Credit Facility to be due and payable immediately. The instruments governing our other outstanding indebtedness generally include cross-default provisions that provide that, under certain circumstances, an event of default that results in acceleration of our indebtedness under the Revolving Credit Facility will entitle the holders of such other indebtedness to declare amounts outstanding immediately due and payable.

Revolving Credit Agreement

During the quarter ended November 30, 2018, we replaced our previous $800.0 million revolving credit agreement, which was set to expire on December 5, 2019, with a $1.3 billion unsecured syndicated revolving credit facility (the “Revolving Credit Facility”), which expires on October 31, 2023. The Revolving Credit Facility includes sublimits for the issuance of swingline loans, which are comparatively short-term loans used for working capital purposes and letters of credit. The aggregate maximum principal amount of the commitments under the Revolving Credit Facility may be expanded upon our request, subject to certain conditions, up to $1.5 billion. The Revolving Credit Facility is available to refinance existing indebtedness, to finance working capital and capital expenditures, and for general corporate purposes.

The Revolving Credit Facility requires us to comply with various customary affirmative and negative covenants, including a leverage covenant (i.e., Net Leverage Ratio) and interest coverage ratio, which are calculated in accordance with the terms as defined by the Revolving Credit Facility. On April 30, 2020, we amended both our Revolving Credit Facility and the New Credit Facility (see “Term Loan Facility Credit Agreement” section above for further details) to allow the maximum permitted Net Leverage Ratio to be increased from 3.75 to 1.00 to 4.25 to 1 for four consecutive fiscal quarters following notice to the Administrative Agent on or before June 30, 2021 and the payment of a ten basis point fee (“Increased Net Leverage Ratio Period”). Such increase is in addition to any increase requested by us in the maximum permitted Net Leverage Ratio following a Material Acquisition (any acquisition for which the aggregate consideration is $100.0 million or greater). During an Increased Net Leverage Ratio Period, the Euro-Rate Spread on loans under the Revolving Credit Facility shall be increased to 1.75% and the Base Rate Spread shall be 0.75% until the first day of the month following the Increased Net Leverage Ratio Period; provided, however, if at any time during an Increased Net Leverage Ratio, all three rating agencies rate us as non-investment grade, the Euro-Rate Spread shall be 2.00% and the Base Rate Spread shall be 1.0% in each case until earlier of the first day of the month after the Increased Net Leverage Ratio or the date on which at least one rating agency rates us as investment grade. As of November 30, 2020, we have not provided any notice to the Administrative Agent to trigger this provision.

Under the terms of the leverage covenant, we may not permit our leverage ratio for total indebtedness to consolidated EBITDA for the four most recent fiscal quarters to exceed 3.75 to 1.0. During certain periods and per the terms of the Revolving Credit Facility, this ratio may be increased to 4.25 to 1.0 in connection with certain "material acquisitions", or under the Increased Net Leverage Ratio Period. The acquisition of Ali Industries, LLC occurred on September 1, 2020 and qualifies as a "material acquisition," which enables us to request an increase in the maximum permitted Net Leverage Ratio covenant. We provided such notice to our Administrative Agent to trigger this provision of the agreement during our second quarter of fiscal 2021, and therefore, our Net Leverage Ratio covenant has been increased to 4.25 to 1.0. The minimum required consolidated interest coverage ratio for EBITDA to interest expense is 3.50 to 1. The interest coverage ratio is calculated at the end of each fiscal quarter for the four fiscal quarters then ended using EBITDA as defined in the Revolving Credit Facility.

As of November 30, 2020, we were in compliance with all financial covenants contained in our Revolving Credit Facility, including the Net Leverage Ratio and interest coverage ratio covenants. At that date, our Net Leverage Ratio was 2.16 to 1, while our interest coverage ratio was 11.12 to 1. As of November 30, 2020, we had $1.11 billion of borrowing availability on our Revolving Credit Facility.

Our access to funds under our Revolving Credit Facility is dependent on the ability of the financial institutions that are parties to the Revolving Credit Facility to meet their funding commitments. Those financial institutions may not be able to meet their funding commitments if they experience shortages of capital and liquidity or if they experience excessive volumes of borrowing requests within a short period of time. Moreover, the obligations of the financial institutions under our Revolving Credit Facility are several and not joint and, as a result, a funding default by one or more institutions does not need to be made up by the others.

Stock Repurchase Program

See Note 10, "Stock Repurchase Program" to the Consolidated Financial Statements, for further detail surrounding our stock repurchase program.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet financings. We have no subsidiaries that are not included in our financial statements, nor do we have any interests in, or relationships with, any special purpose entities that are not reflected in our financial statements.

OTHER MATTERS

Environmental Matters

Environmental obligations continue to be appropriately addressed and, based upon the latest available information, it is not anticipated that the outcome of such matters will materially affect our results of operations or financial condition. Our critical accounting policies and estimates set forth above describe our method of establishing and adjusting environmental-related accruals and should be read in conjunction with this disclosure. For additional information, refer to "Part II, Item 1. Legal Proceedings."

FORWARD-LOOKING STATEMENTS

The foregoing discussion includes forward-looking statements relating to our business. These forward-looking statements, or other statements made by us, are made based on our expectations and beliefs concerning future events impacting us 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, our 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 and metal 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) the timing of and the realization of anticipated cost savings from restructuring initiatives and the ability to identify additional cost savings opportunities; (j) risks related to the adequacy of our contingent liability reserves; (k) risks relating to the outbreak of the coronavirus (Covid); and (l) 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, 2020, as the same may be updated from time to time. We do not undertake any obligation to publicly update or revise any forward-looking statements to reflect future events, information or circumstances that arise after the filing date of this document.

ITEM 3. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

We are exposed to market risk from changes in raw materials costs, interest rates and foreign exchange rates since we fund our operations through long- and short-term borrowings and conduct our business in a variety of foreign currencies. There were no material potential changes in our exposure to these market risks since May 31, 2020.

ITEM 4. *CONTROLS AND PROCEDURES*

(a) EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES.

Our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of November 30, 2020 (the “Evaluation Date”), have concluded that as of the Evaluation Date, our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in the reports we file or submit under the Exchange Act (1) is recorded, processed, summarized and reported, within the time periods specified in the Commission’s rules and forms, and (2) is accumulated and communicated to our management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow for timely decisions regarding required disclosure.

(b) CHANGES IN INTERNAL CONTROL.

There were no changes in our internal control over financial reporting that occurred during the fiscal quarter ended November 30, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. *LEGAL PROCEEDINGS*

SEC Investigation and Enforcement Action

Refer to Note 13, "Contingencies and Accrued Losses," to the Consolidated Financial Statements, for further discussion and our evaluation of the above titled matter.

Environmental Proceedings

Like other companies participating in similar lines of business, some of our subsidiaries are identified as a "potentially responsible party" under the federal Comprehensive Environmental Response, Compensation and Liability Act and similar local environmental statutes or are participating in the cost of certain clean-up efforts or other remedial actions relating to environmental matters. Our share of such costs to date, however, has not been material and management believes that these environmental proceedings will not have a material adverse effect on our consolidated financial condition or results of operations. See "Item 1 — Business — Environmental Matters," in our Annual Report on Form 10-K for the year ended May 31, 2020.

On August 26, 2020, the SEC issued Final Rule Release No. 33-10825, "Modernization of Regulation S-K Items 101, 103, and 105." This rule, which became effective on November 9, 2020, updated the disclosure threshold for environmental proceedings. Prior to this rule, environmental proceedings to which the government is a party were required to be disclosed if the proceeding was expected to result in sanctions of $100,000 or more. The above referenced rule increases the quantitative threshold to $300,000, but also permits the registrant to elect a higher threshold, limited to the lesser of $1 million or 1% of consolidated current assets, if the registrant determines that such threshold is more reasonably designed to result in the disclosure of material environmental proceedings. The registrant must disclose this alternative threshold in each annual and quarterly report.

Given the size of our operations, we have elected to adopt a threshold of $1 million. As of the date of this filing, we are not aware of any matters that exceed this threshold and meet the definition for disclosure.

ITEM 1A. *RISK FACTORS*

In addition to the other information set forth in this report, you should carefully consider the other risk factors disclosed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended May 31, 2020.

ITEM 2. *UNREGISTERED SALE OF EQUITY SECURITIES AND USE OF PROCEEDS*

(c) The following table presents information about repurchases of common stock we made during the second quarter of fiscal 2021:

Period	Total Number of Shares Purchased(1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Amount that May Yet be Purchased Under the Plans or Programs(2)
September 1, 2020 through September 30, 2020	11,306	$ 84.58	-	
October 1, 2020 through October 31, 2020	88,327	$ 86.26	-	
November 1, 2020 through November 30, 2020	448	$ 90.14	-	
Total - Second Quarter	100,081	$ 86.09	-	

(1) All of the 100,081 shares of common stock reported as purchased during the period represents shares of common stock that were disposed of back to us in satisfaction of tax obligations related to the vesting of restricted stock which was granted under RPM International Inc.'s equity and incentive plans.

(2) The maximum dollar amount that may yet be repurchased under our program was approximately $469.7 million at November 30, 2020. Given macroeconomic uncertainty resulting from the Covid pandemic, we have suspended our stock repurchase program. Refer to Note 10 "Stock Repurchase Program" to the Consolidated Financial Statements for further information regarding our stock repurchase program.

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)
101.INS	Inline XBRL Instance Document- the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
104	The cover page from the Company’s Quarterly Report on Form 10-Q for the quarter ended November 30, 2020, has been formatted in Inline XBRL

(x) Filed herewith.

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
Chairman and Chief Executive Officer

By: /s/ Russell L. Gordon
Russell L. Gordon
Vice President and
Chief Financial Officer

Dated: January 7, 2021

Exhibit No. 31.1

RULE 13a-14(a) CERTIFICATION

I, Frank C. Sullivan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of RPM International Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Frank C. Sullivan
Frank C. Sullivan
Chairman and Chief Executive Officer

Dated: January 7, 2021

Exhibit No. 31.2

RULE 13a-14(a) CERTIFICATION

I, Russell L. Gordon, certify that:

1. I have reviewed this quarterly report on Form 10-Q of RPM International Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Russell L. Gordon

Russell L. Gordon
Vice President and Chief Financial Officer

Dated: January 7, 2021

Exhibit No. 32.1

CERTIFICATION

Pursuant to 18 U.S.C. Section 1350, the undersigned officer of RPM International Inc., a Delaware corporation (the “Company”), does hereby certify, to such officer’s knowledge, that the Company’s Quarterly Report on Form 10-Q for the quarter ended November 30, 2020 (the “Form 10-Q”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in the Form 10-Q.

/s/ Frank C. Sullivan
Frank C. Sullivan
Chairman and Chief Executive Officer

Dated: January 7, 2021

The foregoing Certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Form 10-Q or as a separate disclosure document.

Exhibit No. 32.2

CERTIFICATION

Pursuant to 18 U.S.C. Section 1350, the undersigned officer of RPM International Inc., a Delaware corporation (the “Company”), does hereby certify, to such officer’s knowledge, that the Company’s Quarterly Report on Form 10-Q for the quarter ended November 30, 2020 (the “Form 10-Q”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in the Form 10-Q.

/s/ Russell L. Gordon
Russell L. Gordon
Vice President and Chief Financial Officer

Dated: January 7, 2021

The foregoing Certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Form 10-Q or as a separate disclosure document.