

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person * <u>Sullivan James A.</u> (Last) (First) (Middle) 436 SEVENTH AVENUE (Street) PITTSBURGH PA 15219 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Koppers Holdings Inc. [KOP]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP Global CM&C |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/02/2018 | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------------|-----------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/02/2018 | | A | | 2,884 | A | \$0.00 | 17,233.191 | D | |
| Common Stock | 03/02/2018 | | M | | 483 | A | \$0.00 ⁽¹⁾ | 17,716.191 | D | |
| Common Stock | 03/02/2018 | | A | | 22,410 | A ⁽²⁾ | \$0.00 | 40,126.191 | D | |
| Common Stock | 03/02/2018 | | F | | 10,453 | D ⁽³⁾ | \$41.6 | 29,673.191 ⁽⁴⁾ | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Employee Stock Options (Rights to Buy) | \$41.6 | 03/02/2018 | | A | | 11,009 | | (5) | 03/02/2028 | Common Stock | 11,009 | \$0.00 | 11,009 | D | |
| Restricted Stock Units | (1) | 03/02/2018 | | M | | 483 | | (6) | (6) | Common Stock | 483 | \$0.00 | 1,452 | D | |

Explanation of Responses:

- Restricted stock units convert into common stock on a one-for-one basis.
- Represents previously granted performance share units for which the performance criteria for the three-year performance period of 2015 through 2017 have been satisfied.
- Shares surrendered to the issuer by the reporting person as payment for the tax withholding related to the vesting of time-based and performance-based restricted stock units.
- Includes 500 shares of Koppers Holdings Inc. common stock acquired pursuant to the Koppers Holdings Inc. Employee Stock Purchase Plan ("ESPP") as of December 29, 2017, the date of the latest available statement of the reporting person's ESPP Holdings. These acquisitions were exempt under both Rule 16b-3(c) and Rule 16b-3(d).
- The reporting person was granted stock options on March 2, 2018, which will vest in four equal annual installments, with the first installment vesting on March 2, 2019.
- On March 3, 2017, the reporting person was granted restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.

Remarks:

/s/Steven R. Lacy, Attorney-in-Fact 03/06/2018

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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