

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Pearce Bradley 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) Chief Accounting Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2025	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 <sup>(1)</sup>	01/03/2025		A		6,016	A	\$0	32,482	D	
Common Stock	01/03/2025		M		1,748	A	<sup>(2)</sup>	34,230	D	
Common Stock	01/03/2025		M		106 <sup>(3)</sup>	A	\$0 <sup>(3)</sup>	34,336	D	
Common Stock	01/03/2025		F		3,152	D	\$31.72 <sup>(4)</sup>	31,184	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
Restricted Stock Units	<sup>(2)</sup>	01/03/2025		A		669		<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	669	\$0	1,748	D	
Dividend Equivalent Rights	<sup>(6)</sup>	01/03/2025		A		12		<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	12	\$0	161	D	
Restricted Stock Units	<sup>(2)</sup>	01/03/2025		M			1,748	<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	1,748	\$0	0	D	
Dividend Equivalent Rights	<sup>(8)</sup>	01/03/2025		M			106 <sup>(8)</sup>	<sup>(8)</sup>	<sup>(8)</sup>	Common Stock	106	\$0	55	D	

**Explanation of Responses:**

- The reporting person was awarded time-based restricted stock units ("RSUs") on January 3, 2025, which will vest in annual installments of 25 percent over four years.
- Restricted stock units convert into common stock on a one-for-one basis.
- Represents shares acquired upon release of dividend equivalent rights ("DERs"), as reported in Table II, on a one-for-one basis.
- Shares surrendered to the issuer by the reporting person as payment for the tax withholding related to the vesting of RSUs and performance share units ("PSUs").
- On January 4, 2022, the reporting person was granted PSUs for which the performance criteria for the three-year performance period from January 1, 2022 through December 31, 2024 have been satisfied.
- The DERs accrued with respect to additional PSUs credited to the reporting person with respect to PSUs granted on January 4, 2022. Each DER is the economic equivalent of one share of Koppers Holdings Inc. common stock.
- Represents previously granted PSUs for which the performance criteria for the three-year performance period from January 1, 2022 through December 31, 2024 have been satisfied, as reported in Table II above.
- These DERs were released in connection with the vesting of RSUs and PSUs granted on January 4, 2021, January 4, 2022, January 4, 2023, and January 4, 2024. Each DER is the economic equivalent of one share of Koppers Holdings Inc. common stock.

/s/Stephanie L. Apostolou,  
Attorney in Fact

01/07/2025

\*\* 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.**

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**