
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 14, 2016

KOPPERS HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction
of incorporation)

1-32737
(Commission
File Number)

20-1878963
(IRS Employer
Identification No.)

436 Seventh Avenue
Pittsburgh, Pennsylvania
(Address of principal executive offices)

15219
(Zip Code)

Registrant's telephone number, including area code: (412) 227-2001

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

Beginning December 14, 2016, Koppers Holdings Inc. (the "Company") has posted on its website, www.koppers.com, an updated investor presentation, which will be made available to analysts, shareholders and prospective investors. The slide presentation is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Pursuant to Regulation FD, the presentation materials are furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is furnished herewith:

99.1 Investor Presentation dated December 2016

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 hereunto duly authorized.

Dated: December 14, 2016

KOPPERS HOLDINGS INC.

By: /s/ Michael J. Zugay
Michael J. Zugay
Chief Financial Officer

EXHIBIT INDEX

<u>Number</u>	<u>Description</u>
99.1	Investor Presentation dated December 2016



Wood Preservative Research



Railroad Tie Treating Facility
Somerville, TX



Maintenance and Repair of Railroad
Bridges and Structures - North America



Utility Pole
Australia



Investor Presentation December 2016



MicroPro Walkway
Cullcagh Mountain, Ireland

“To be recognized as the standard bearer for safely delivering customer focused solutions primarily through the development and application of technologies to enhance wood.”

Forward Looking Statement



Certain statements in this presentation are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and may include, but are not limited to, statements about sales levels, acquisitions, restructuring, profitability and anticipated synergies, expenses and cash outflows. All forward-looking statements involve risks and uncertainties. All statements contained herein that are not clearly historical in nature are forward-looking, and words such as "believe," "anticipate," "expect," "estimate," "may," "will," "should," "continue," "plans," "potential," "intends," "likely," or other similar words or phrases are generally intended to identify forward-looking statements. Any forward-looking statement contained herein, in press releases, written statements or documents filed with the Securities and Exchange Commission, or in Koppers communications with and discussions with investors and analysts in the normal course of business through meetings, phone calls and conference calls, regarding expectations with respect to sales, earnings, cash flows, operating efficiencies, restructurings, the benefits of acquisitions and divestitures or other matters as well as financings and debt reduction, are subject to known and unknown risks, uncertainties and contingencies. Many of these risks, uncertainties and contingencies are beyond our control, and may cause actual results, performance or achievements to differ materially from anticipated results, performance or achievements. Factors that might affect such forward-looking statements, include, among other things, the impact of changes in commodity prices, such as oil and copper, on product margins; general economic and business conditions; potential difficulties in protecting our intellectual property; the ratings on our debt and our ability to repay or refinance outstanding indebtedness; our ability to operate within the limitations of our debt covenants; potential impairment of our goodwill and/or long-lived assets; demand for Koppers goods and services; competitive conditions; interest rate and foreign currency rate fluctuations; availability of key raw materials and unfavorable resolution of claims against us, as well as those discussed more fully elsewhere in this presentation and in documents filed with the Securities and Exchange Commission by Koppers, particularly our latest annual report on Form 10-K and subsequent filings. Any forward-looking statements in this presentation speak only as of the date of this presentation, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after that date or to reflect the occurrence of unanticipated events.

Note: There are non-GAAP amounts in this presentation for which reconciliations to GAAP are provided in the company's quarterly financial news releases, which are posted to the website at www.koppers.com along with this presentation. To access the reconciliations, go to the company's homepage, select "Investor Relations" and then "News Releases". The company also provided a reconciliation for the twelve months ended September 30, 2016 on page 28 of this presentation.



Leroy M. Ball
*President and
Chief Executive Officer*



Michael J. Zugay
Chief Financial Officer

Strategic Overview

- **Global leader in oil and water-borne preservatives** serving many market applications for treated wood
- Successfully transitioning from a business built on producing carbon pitch to serve global aluminum industry into ***an enterprise centered on the preservation and enhancement of wood***
- Knowledge of wood preservation is a core competency
 - ✓ Largest integrated producer of wood treatment preservatives for North American railroad crosstie industry
 - ✓ Performance Chemicals wood treatment preservatives serve various industrial, agricultural and residential markets
- **Strategy continues to build momentum**; continue to evaluate opportunities to optimize product portfolio and capital structure
 - ✓ Systematic approach of reducing dependence on highly cyclical industries tied to oil and aluminum
 - ✓ Continuing to de-emphasize CMC as a standalone business
- **Wood treatment technologies are at the heart of our value creation model**

Initiatives Are Well Underway; Significantly Improving Profitability



We are in the “5th inning” of our transformation

<i>Strategic Initiative</i>	<i>Description</i>	<i>Expected Completion</i>
✓ De-emphasize CMC Business	<ul style="list-style-type: none"> • Will have ceased distillation or sold 7 of 11 facilities by YE 2016 • CMC revenues decreased from two-thirds to less than ~30% of consolidated sales • Expect to improve CMC profitability to 9-15% adj EBITDA through economic cycle by year-end 2018 	Q4 2017
✓ Aggressively Targeted Debt Reduction <i>Goal: Leverage @ 2-4X</i>	<ul style="list-style-type: none"> • \$128M operating cash flow in 2015; all-time high as public company • Reduced debt by \$116M in 2015; making progress toward debt reduction target of \$85M in 2016 • Total debt was \$850 million at 12/31/14, \$735 million at 12/31/15 and \$691 million at 9/30/16 	Q4 2016
✓ Secure long-term business of key customer base	<ul style="list-style-type: none"> • Extended contracts with the BNSF, CSX and NS into 2021 • Signed long-term rail joint agreements with 2 key railroad customers – NS (2019) & UP (2021) • Extended supply agreements with 2 largest PC customers into 2017 & 2018, respectively • Signed 2 long-term contracts that are expected to increase phthalic sales volume \geq 20% YOY 	Ongoing
✓ Reduce China risk profile	<ul style="list-style-type: none"> • Restructured loan agreements in China; renegotiated soft pitch agreement with Nippon Steel and received \$30M (July 2015) • Exiting 2 of 3 existing joint ventures in China 	Q1 2017
✓ Divest non-core businesses	<ul style="list-style-type: none"> • Sold North American utility business (January 2015) • Sold KSA concrete tie joint venture (July 2015) • Sold Houston wood-treating business (October 2016) 	Ongoing

Leading Global Supplier: Infrastructure & Construction Markets



- Integrated global provider of treated wood products, wood treatment chemicals, and carbon compounds
- Three core complementary business segments
- Unique product/service portfolio and niche end market focus

	YTD 9/30/16	LTM 9/30/16	12/31/15
Net Sales	\$1,103M	\$1,467M	\$1,627M
EBITDA*	\$137M	\$166M	\$150M
EBITDA %*	12.4%	11.3%	9.2%
	+280 bps YOY	+270 bps YOY	+170 bps YOY

	Railroad and Utility Products and Services (RUPS)	Performance Chemicals (PC)	Carbon Materials and Chemicals (CMC)
Market Growth Market Position	1-3% #1	2-4% #1	1-3% #1 or #2
Key Market Drivers	<ul style="list-style-type: none"> • Replacement Cycle 	<ul style="list-style-type: none"> • Repair & Remodel • Existing Home Sales 	<ul style="list-style-type: none"> • Global Industrial Growth
YTD 9/30/16 Net Sales	\$462 Million	\$304 Million	\$337 Million
YTD 9/30/16 EBITDA %*	13.0%	21.6%	3.7%
Products & Services	<ul style="list-style-type: none"> • Railroad Crossties • Railroad Bridge Services • Rail Joint Bars • Utility Poles 	<ul style="list-style-type: none"> • Wood Preservation Chemicals • Coatings • Water Repellants • Pigmented Stains • Fire Retardants 	<ul style="list-style-type: none"> • Carbon Pitch • Creosote • Carbon Black Feedstock • Naphthalene • Phthalic Anhydride

* On an adjusted basis

Transforming Our Business Profile; Maximizing Our Profitability



	<u>12/31/14</u>	<u>12/31/15</u>	<u>LTM 9/30/16</u>
Net Sales	\$1,555M	\$1,627M	\$1,467M
EBITDA* <i>Margin*</i>	\$116M 7.5%	\$150M 9.2%	\$166M 11.3%
Net Leverage	6.9x	4.7x	4.1x
Business Segment Revenues			
Wood-related Products & Services	46%	62%	68%

Strategy

- Diversified commodity chemicals
- Transformation to integrated wood preservation business
- Delivering restructuring benefits and margin expansion

* On an adjusted basis

Zero Harm Focus Driving Shareholder Value

Safety Statistics	YTD 9/30/16	2015	2014	2013	2012
Days Away (DA)	0.94	1.21	0.76	0.90	0.72
Days Away / Restricted Transfer (DART)	2.06	1.90	2.03	1.69	1.66
Total Recordable Rate (TRR)	3.12	3.45	3.91	3.71	3.99

- ✓ Achieved certification in American Chemistry Council's Responsible Care® initiative across 18 global facilities and corporate headquarters
- ✓ Received awards from BNSF Railway, Canadian National Railway and Union Pacific Railroad for excellence in chemical transportation safety performance
- ✓ 12 operating locations achieved a zero total recordable rate in 2015
 - ✓ Auckland
 - ✓ Geelong
 - ✓ Longford
 - ✓ Christchurch
 - ✓ Houston
 - ✓ Millington
 - ✓ Darlington
 - ✓ Hubbell
 - ✓ Mt. Gambier
 - ✓ Denver
 - ✓ KCCC
 - ✓ Scunthorpe

ZERO IS POSSIBLE

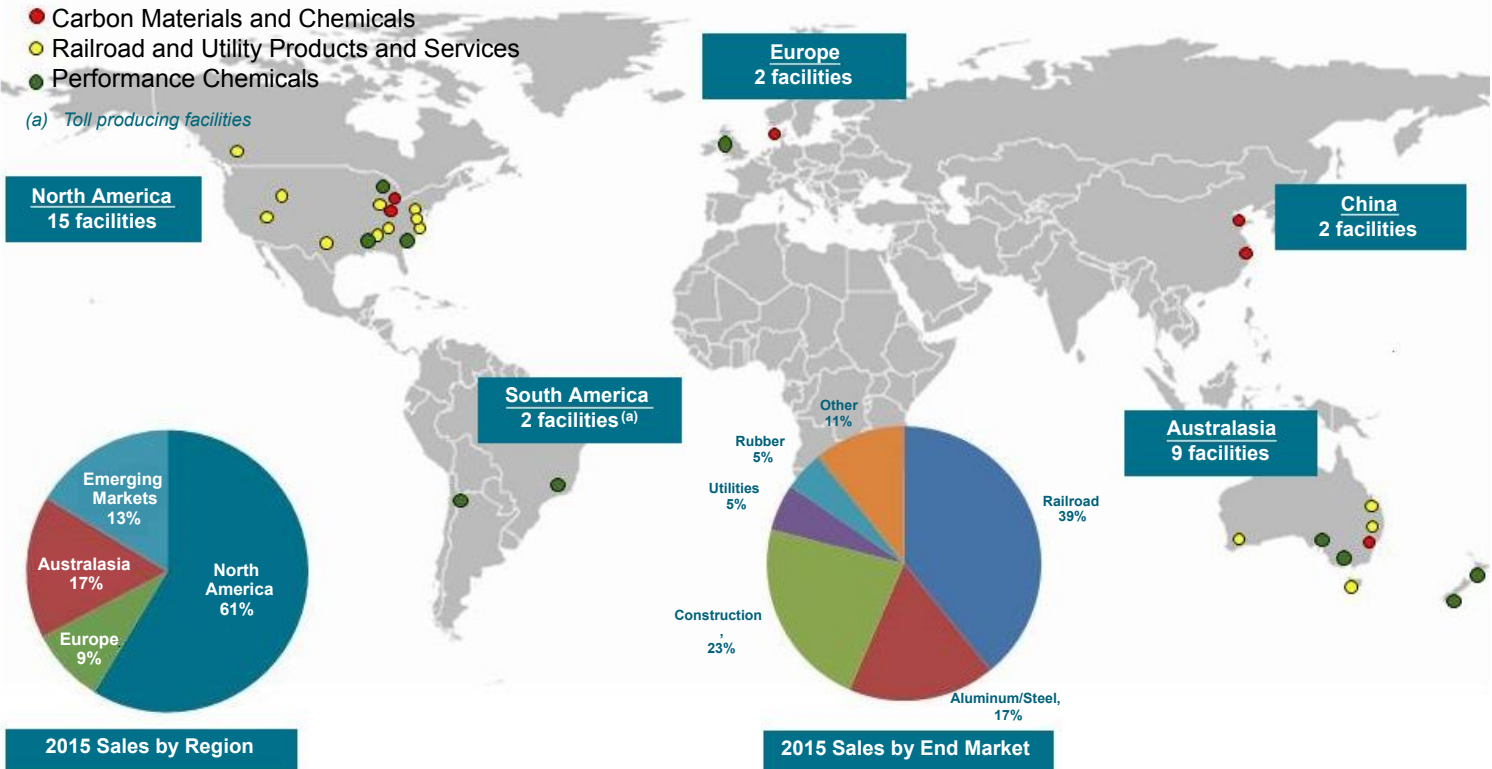
Global Presence; Serving Customer Demand



Facilities well-positioned to capture worldwide demand growth

- Carbon Materials and Chemicals
- Railroad and Utility Products and Services
- Performance Chemicals

(a) Toll producing facilities



CMC Consolidation Strategy

By 12/31/16, will have shut down coal tar distillation capacity or sold 7 of 11 facilities over 3-year period; already ceased distillation at 6 locations:

- Uithoorn, Netherlands stopped producing coal tar products in April 2014
- Follansbee, WV ceased distillation in December 2015
- Port Clarence & Scunthorpe, U.K. facilities, ceased production in February 2016; properties and assets sold to Industrial Chemicals Group Limited in July 2016
- KCCC in China ceased coal tar distillation in March 2016
- Clairton, PA facility ceased coal tar distillation in July 2016

Plan to exit 1 additional facility in near-term:

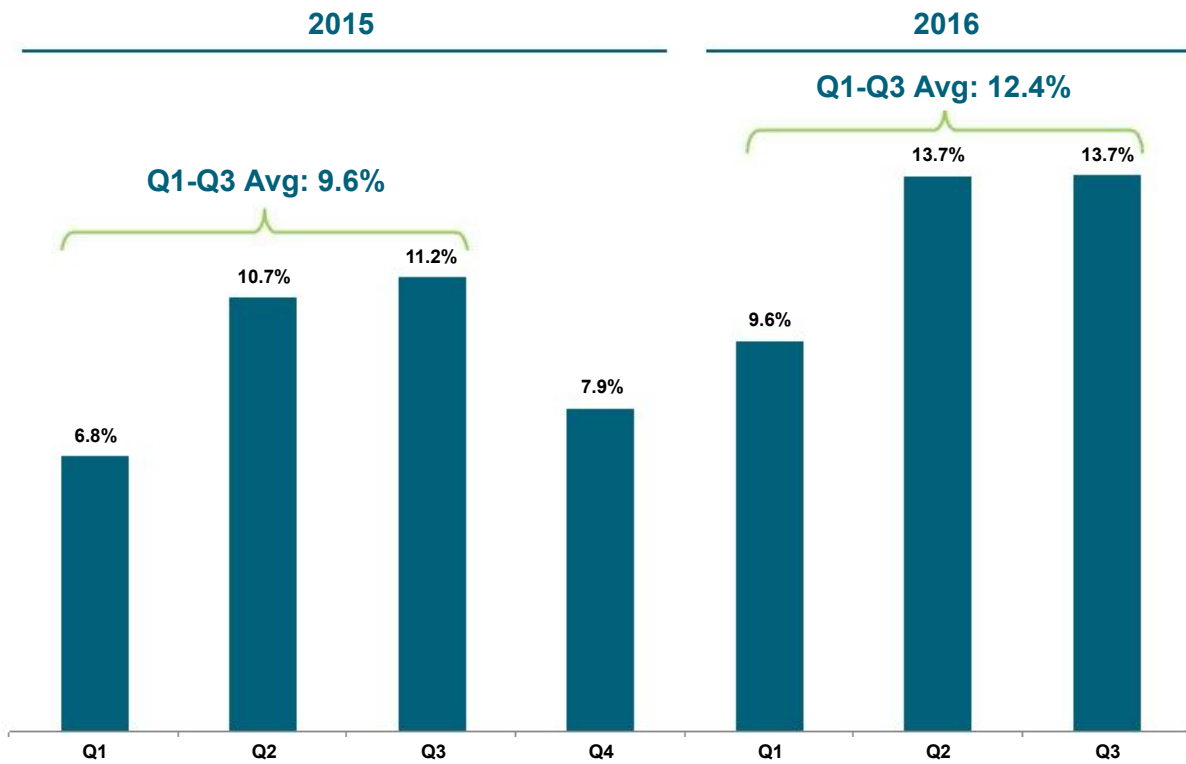
- Agreement has been reached to sell our 30% interest in TKK JV in China; closing to occur by year-end 2016

By 1/1/2017, global capacity for coal tar distillation will be reduced by ~50%; remaining 4 CMC facilities have key competitive advantages:

- Stickney, IL
- Nyborg, DK
- Mayfield, AU
- Jiangsu Province, China

Delivering Improved Profitability

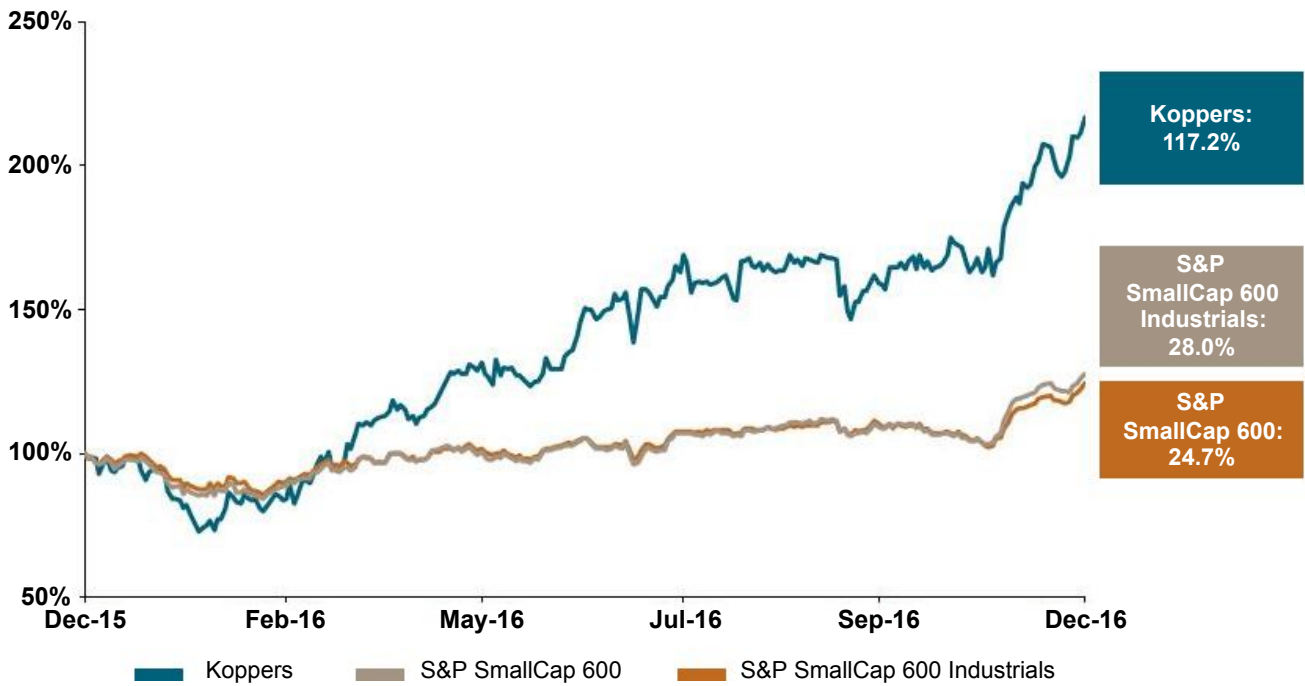
Quarterly EBITDA Margin*



* On an adjusted basis

Total Shareholder Return – LTM ⁽¹⁾

Strategic Transformation Driving Shareholder Value Enhancement



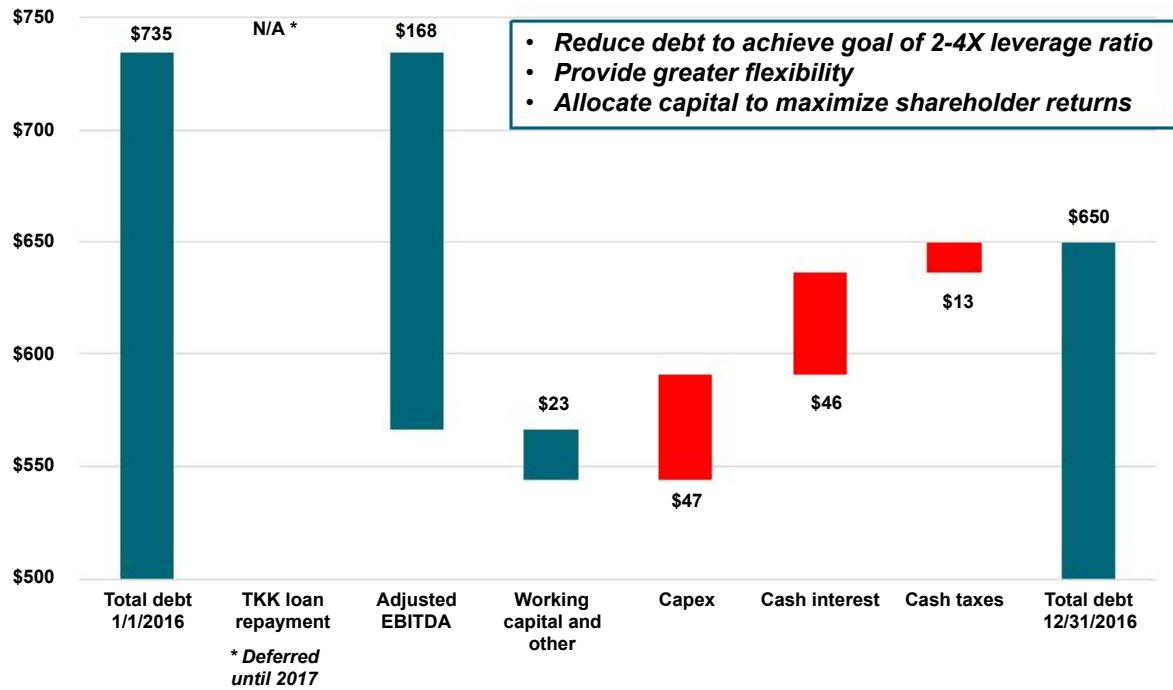
(1) Total Shareholder Return includes stock appreciation and common dividends received from December 8, 2015 to December 8, 2016.

Debt & Liquidity

2016 Debt Repayment: \$85M Target

(\$ in millions)

2016 Estimated Debt Repayment



Credit amendment (April 2016) provides financial flexibility to fully implement restructuring actions

- Reduce revolving credit facility to \$300M from \$500M; lower revolver interest expense
- Increase leverage covenant ratio for each remaining measurement period of agreement
- Exclude capital expenditures related to N.A. & European CMC restructuring from fixed charge ratio; can advance construction of naphthalene production at Stickney (IL) facility
- Reset \$75M basket to zero for cash or non-cash, non-recurring charges related to sale or discontinuation of businesses
- Additional pricing tier that increases interest rate slightly compared to prior agreement until we reach < 3.5 times leverage

Appendix

Financial Highlights

Q3 2016: Continue Focusing on Higher-value Wood Preservatives Market



Performance Chemicals (PC)

- Continued to strengthen market-leading position and benefited from near-peak consumer demand
- Strong operating profitability; favorable trends in repair & remodeling markets and existing home sales
- Retailers & dealers stocking and selling treated wood with higher preservative retention levels

Railroad and Utility Products and Services (RUPS)

- Reduction in crosstie purchases due to lower spending by Class I rail customers; lower pass-through pricing related to lower hardwood pricing; greater competition in non-Class I business
- Delivered solid margin performance despite softening market conditions as previously forecasted; favorable sales mix related to crosstie treatment and bridge services

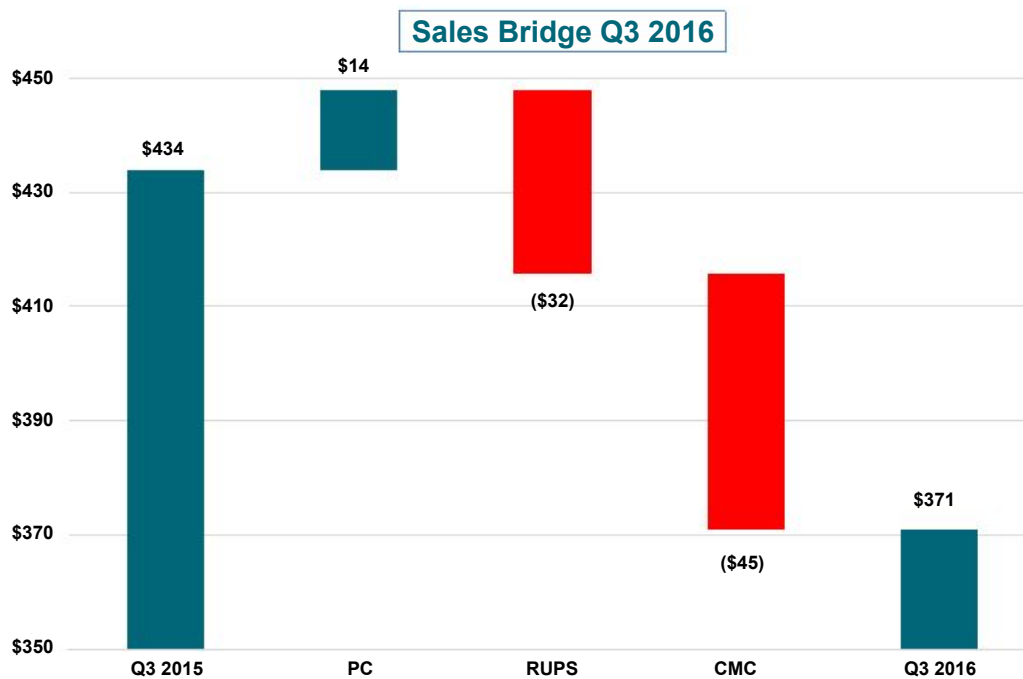
Carbon Materials and Chemicals (CMC)

- Strategy to significantly reduce coal tar distillation capacity reaping benefits in terms of increased profitability and shrinking environmental footprint
- Profitability increased from prior year due to cost savings related to consolidation strategy and lower average raw material costs
- Decoupling wood-preservation business from significant volatility that affected CMC historically

Q3 Sales: Reflect Strategic Shift to De-emphasize CMC; Softening Railroad Market



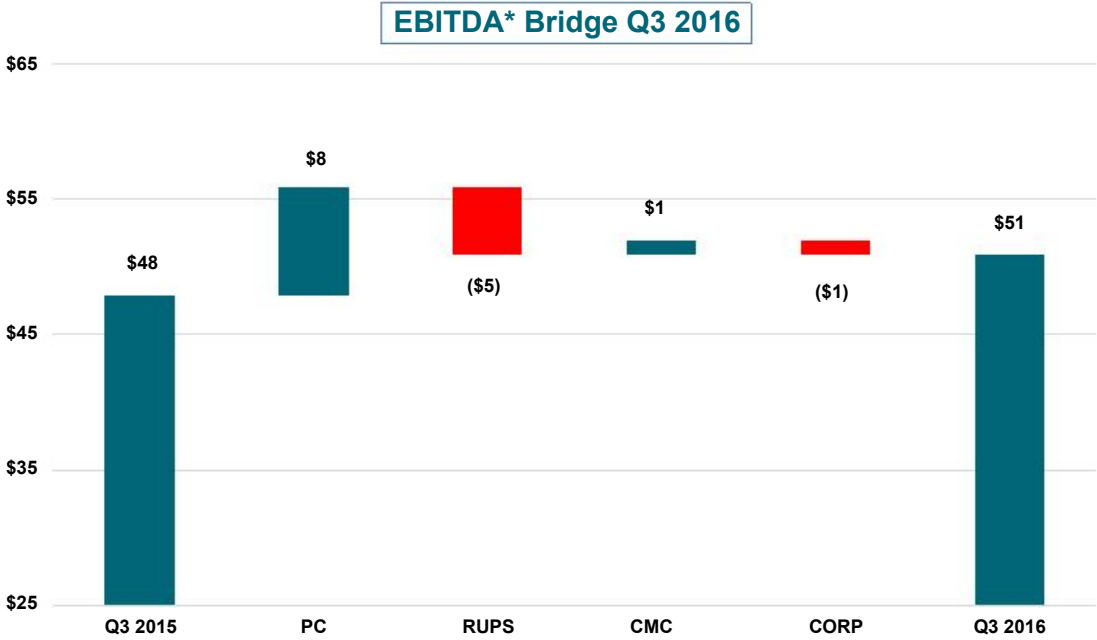
(\$ in millions)



Q3 EBITDA* of \$51M; PC Delivered Strong Profitability



(\$ in millions)



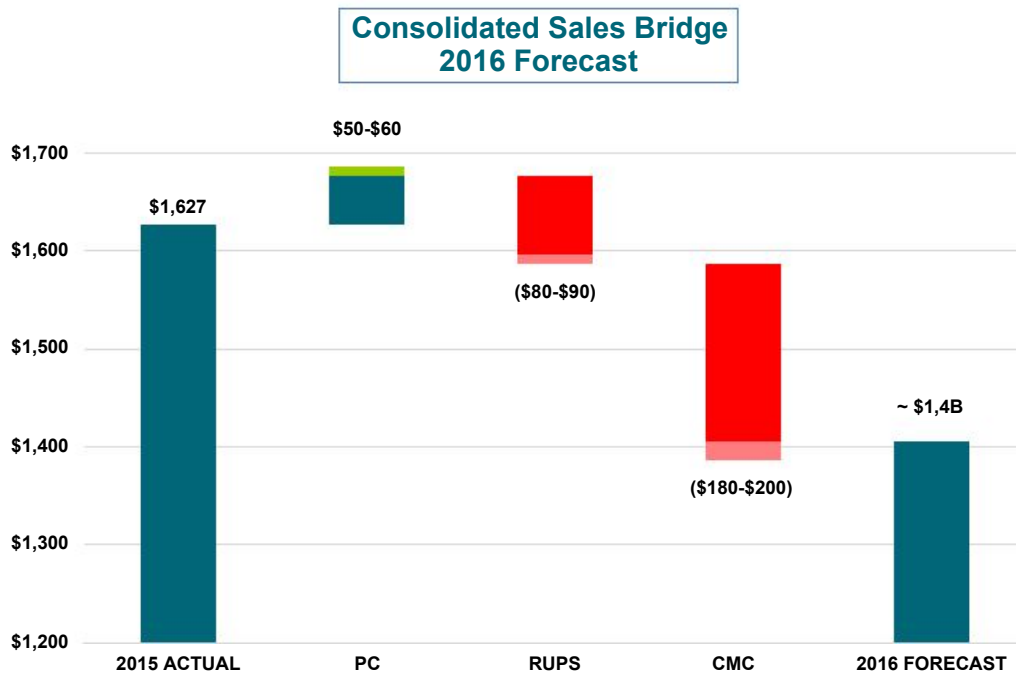
* On an adjusted basis

2016 Guidance

2016 Sales Forecast of ~\$1.4B



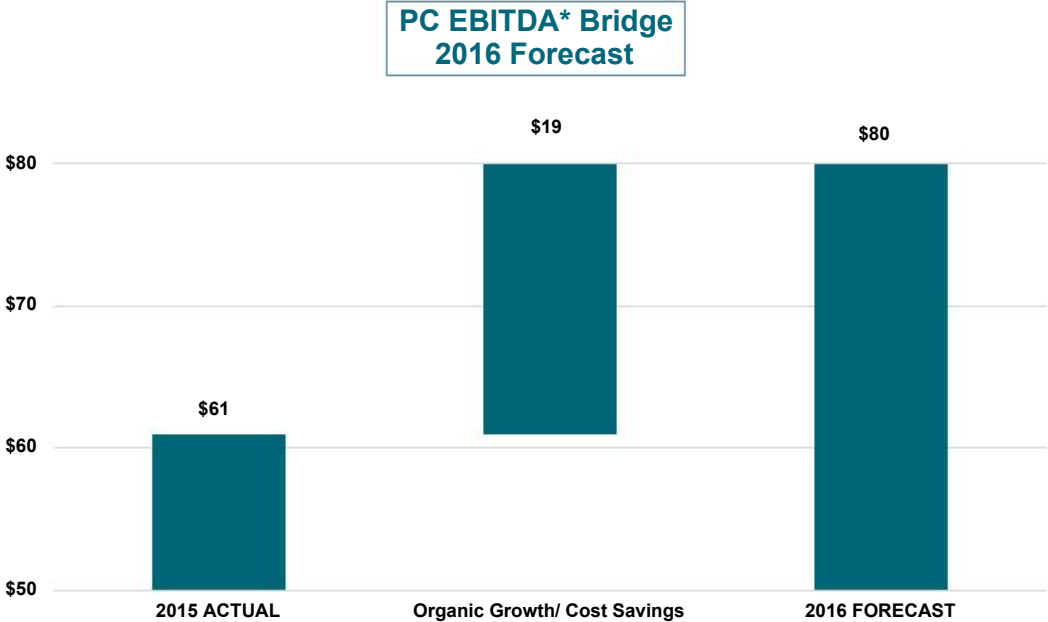
(\$ in millions)



2016 EBITDA* Forecast: PC Net Improvement of \$19M



(\$ in millions)



* On an adjusted basis

2016 EBITDA* Forecast: RUPS

Expect Lower Treating Volumes; Commercial Softening



(\$ in millions)

RUPS EBITDA* Bridge
2016 Forecast

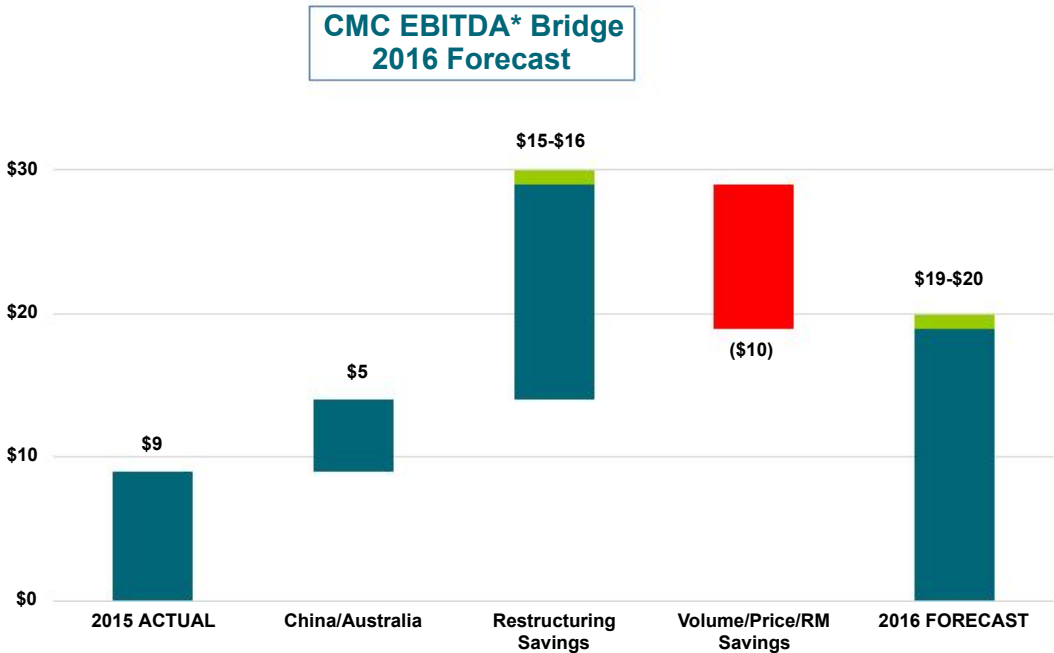


* On an adjusted basis

2016 EBITDA* Forecast: CMC Increase of \$10-\$11M



(\$ in millions)

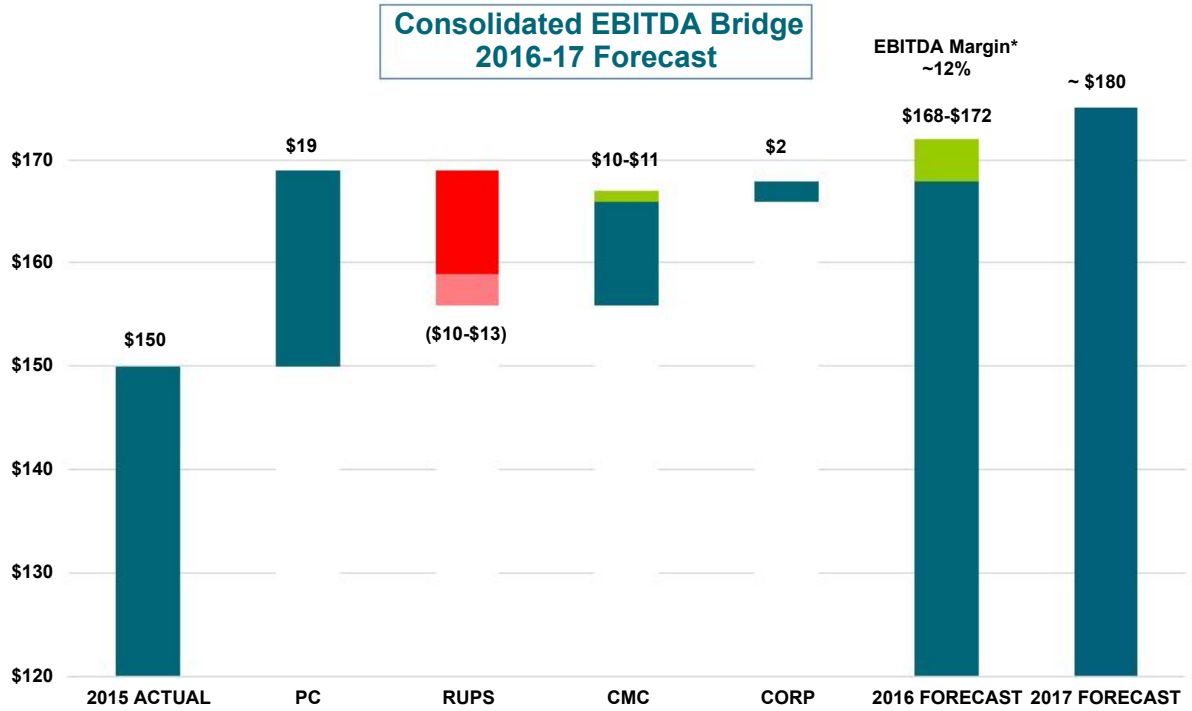


* On an adjusted basis

2016 EBITDA Forecast: Consolidated EBITDA* of \$168M-\$172M



(\$ in millions)



* On an adjusted basis

Koppers believes that EBITDA, adjusted EBITDA and adjusted EBITDA margin provide information useful to investors in understanding the underlying operational performance of the company, its business and performance trends and facilitates comparisons between periods and with other corporations in similar industries. The exclusion of certain items permits evaluation and a comparison of results for ongoing business operations, and it is on this basis that Koppers management internally assesses the company's performance. In addition, the Board of Directors and executive management team use adjusted EBITDA and adjusted earnings per share as performance measures under the company's annual incentive plans.

Although Koppers believes that these non-GAAP financial measures enhance investors' understanding of its business and performance, these non-GAAP financial measures should not be considered an alternative to GAAP basis financial measures and should be read in conjunction with the relevant GAAP financial measure. Other companies in a similar industry may define or calculate these measures differently than the company, limiting their usefulness as comparative measures. Because of these limitations, these non-GAAP financial measures should not be considered in isolation or as substitutes for performance measures calculated in accordance with GAAP.

For the company's 2016 guidance, adjusted EBITDA excludes restructuring, impairment, non-cash LIFO charges, and non-cash mark-to-market commodity hedging. The forecasted amounts for these items are not determinable, but may be significant. For that reason, the company is unable to provide GAAP earnings estimates at this time. Final results could also be affected by various other factors that management is unaware of at this time.

Adjusted EBITDA Reconciliation – LTM 9/30/16



(\$ in millions)

	LTM 9/30/2016
Net Sales	\$1,467
Net Income (loss)	(67)
Interest expense including refinancing	51
Depreciation and amortization	56
Income tax provision	(4)
Discontinued Operations	(1)
EBITDA	\$35
Adjustments to EBITDA:	
Treating plant closure	6
Net gain on sale of business	3
European restructuring	27
North American restructuring	34
Storage tank and railcar cleaning costs	0
Osmose acquisition costs	0
China restructuring	3
Non-cash LIFO expense	(6)
Mark-to-market commodity hedging	1
Reimbursement Environmental Costs	(3)
Escrow Recovery	(1)
Goodwill Impairment	67
Adjusted EBITDA ⁽¹⁾	\$166
Adjusted EBITDA Margin ⁽²⁾	11.3%

(1) The table above describe the adjustments to EBITDA for the twelve months ending September 30, 2016.

(2) Adjusted EBITDA as a percentage of GAAP sales.

Koppers Holdings Inc.

436 Seventh Avenue
Pittsburgh, PA 15219-1800

Koppers, with corporate headquarters in Pittsburgh, Pennsylvania, is an integrated global provider of treated wood products, wood treatment chemicals and carbon compounds. Our products and services are used in a variety of niche applications in a diverse range of end-markets, including the railroad, specialty chemical, utility, residential lumber, agriculture, aluminum, steel, rubber, and construction industries.

Stock Exchange Listing

NYSE: KOP

Contact Information

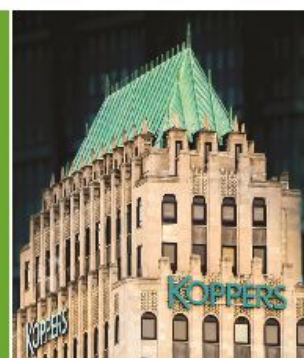
Ms. Quynh McGuire
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Responsible Care®

Koppers is a member of the
American Chemistry Council.

KOPPERS
World Headquarters
Pittsburgh, Pennsylvania,
USA





Wood Preservative Research
Stake Testing



MicroPro Gazebo
North America



NatureWood Paiva Walkway
Arouca Geopark, Portugal



Pressure Treated Barn with MicroPro
Sienna Color Pigment System - Canada

*Creating safe & environmentally responsible solutions.
Solving our customers' most important challenges.
Resulting in superior performance for our shareholders.*

www.koppers.com

Railroad Track and Ties