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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) November 18, 2009

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**KOPPERS HOLDINGS INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**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)

**(412) 227-2001**

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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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 1.01 Entry into a Material Definitive Agreement**

### ***Amendment to Credit Agreement***

On November 18, 2009, Koppers Inc. (“KI”), a subsidiary of Koppers Holdings Inc., a Pennsylvania corporation (the “Company”), entered into a First Amendment (the “Amendment”) to the Amended and Restated Credit Agreement, dated as of October 31, 2008 (the “Existing Credit Agreement”), by and among KI, each of the Guarantors named therein, each of the Lenders named therein and PNC Bank National Association, as administrative agent.

Pursuant to the Amendment, the Existing Credit Agreement was amended to: (i) extend the expiration date of the revolving credit facility to October 31, 2013, (ii) increase the Pricing Grid by 25 basis points per level, (iii) amend the Maximum Leverage Ratio to 4.50x for the fourth quarter of 2009 through 2011 and 4.00x from the first quarter of 2012 onwards, (iv) eliminate the Domestic Interest Coverage Ratio, (v) include a maximum Senior Secured Leverage Ratio of 2.75x for all periods starting in the fourth quarter of 2009 and beyond, and (vi) eliminate the Maximum Amount of Obligations.

The Amendment will become effective upon the satisfaction of certain conditions precedent including, among others, the issuance of the Notes (as defined below) in an amount sufficient to fund the redemption or repurchase of all of the Company’s remaining outstanding 9<sup>7</sup>/<sub>8</sub>% Senior Discount Notes due 2014 (the “Senior Discount Notes”) and the deposit of such amount in an account with the administrative agent. The Amendment restricts the Company’s ability to use the deposited funds for any purpose other than the repurchase or redemption of the Senior Discount Notes.

### **Subscription Agreement**

On November 20, 2009, KI entered into a subscription agreement (the "Subscription Agreement") with Mr. Walter W. Turner, President and Chief Executive Officer of the Company and KI, pursuant to which Mr. Turner agreed to purchase from KI an aggregate of \$500,000 in principal amount of the Notes (as defined below), at a purchase price equal to 98.311% of the principal amount of the Notes.

The summary of the foregoing transactions is qualified in its entirety by reference to the Amendment and the Subscription Agreement, which will be filed as exhibits to the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

### **Item 8.01 Other Events**

On November 20, 2009, KI issued a press release announcing that it priced its previously announced offering of \$300 million aggregate principal amount of 7.875% senior notes due 2019 (the "Notes") at an issue price equal to 98.311% of the principal amount of the Notes. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed herewith:

| <u>Exhibit No.</u> | <u>Description</u>                      |
|--------------------|---|
| 99.1               | Press Release, dated November 20, 2009. |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KOPPERS HOLDINGS INC.  
(Registrant)

By: \_\_\_\_\_ /s/ BRIAN H. MCCURRIE

Name: **Brian H. McCurrie**

Title: **Vice President and Chief Financial Officer**

Date: November 20, 2009

**EXHIBIT INDEX**

| <u>Number</u> | <u>Description</u>                      | <u>Method of Filing</u> |
|---------------|---|-------------------------|
| 99.1          | Press Release, dated November 20, 2009. | Filed herewith.         |



**Koppers Holdings Inc.**  
**436 Seventh Avenue**  
**Pittsburgh, PA 15219-1800**  
**Tel 412 227 2001**

News Release

**FOR IMMEDIATE RELEASE**

For Information: Brian H. McCurrie, Vice President, Chief Financial Officer  
412 227 2153  
McCurrieBH@koppers.com

**Koppers Prices Offering of \$300 Million 7.875% Senior Notes due 2019**

PITTSBURGH, November 20, 2009 – Koppers Inc., a subsidiary of Koppers Holdings Inc. (NYSE:KOP), today announced that it has priced its previously announced private offering of \$300 million aggregate principal amount of 7.875% Senior Notes due 2019 (the “Notes”) at an issue price equal to 98.311% of the principal amount of the Notes. The Notes will pay interest semi-annually on December 1 and June 1 of each year, beginning on June 1, 2010, and will mature on December 1, 2019. The Notes will be guaranteed by Koppers Holdings Inc. and certain of Koppers Inc.’s domestic subsidiaries.

The proceeds of the offering are intended to be used to finance a cash tender offer for, or to otherwise repurchase or redeem, Koppers Holdings’ remaining outstanding 9<sup>7</sup>/<sub>8</sub>% Senior Discount Notes due 2014 (the “Senior Discount Notes”). To the extent the proceeds exceed the amount required to retire the Senior Discount Notes, the proceeds will be used to repay outstanding debt under Koppers Inc.’s revolving credit facility and for general corporate purposes. The transaction is expected to close on December 1, 2009, subject to closing conditions.

The Notes and the related guarantees are being offered by the initial purchasers only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) or, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. The Notes and the related guarantees have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, registration requirements. The offering will be conducted in accordance with the terms and subject to the conditions set forth in the confidential offering circular made available to eligible holders.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities, nor shall there be any sales of securities mentioned in this press release in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

**Safe Harbor Statement**

Certain statements in this press release 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, restructuring, profitability and anticipated 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,” “intends,” “likely,” or other similar words or phrases are generally intended to identify forward-looking statements. Any forward-looking statement contained herein, in other 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, product introduction or expansion, the benefits of acquisitions and divestitures or other matters as well as financings and repurchases of debt or equity securities, 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, general economic and business conditions, 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 release and in documents filed with the Securities and Exchange Commission by Koppers, particularly our latest annual report on Form 10-K and quarterly report on Form 10-Q. Any forward-looking statements in this release speak only as of the date of this release, 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.

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