

**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): February 18, 2020

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))
- 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	KOP	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter)

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Steven R. Lacy, Chief Administrative Officer, General Counsel and Secretary of Koppers Inc. and Koppers Holdings Inc. (collectively, the “Company”) has elected to retire from the Company, effective December 31, 2020. Pursuant to a managed transition plan, effective March 1, 2020, Mr. Lacy will vacate his current position and assume a new role, serving as Assistant to the President of Koppers Inc. for the remainder of 2020. In Mr. Lacy’s new role he will primarily remain engaged in several of the more substantial matters the Company is involved with while effectively transitioning those matters to incoming General Counsel and Secretary of the Company, Stephanie L. Apostolou, by year end.

In connection with this transition, Koppers Inc. and Mr. Lacy have entered into a Letter Agreement, pursuant to which he will act as Assistant to the President through the end of 2020. Mr. Lacy’s annual base salary of \$449,817 will remain the same, and he will continue to be eligible for all of the same employee benefits and perquisites as he currently receives. Mr. Lacy will not be eligible for an annual cash incentive award for 2020. Mr. Lacy’s 2020 long-term incentive award will remain at his current target of 125 percent of his annual base salary and will consist of a single time-based restricted stock unit grant, which will vest on December 31, 2020, provided that he remains employed through that date and satisfies the other applicable requirements under our 2018 Long Term Incentive Plan and award agreements.

Item 8.01 Other Events.

On February 18, 2020, the Company issued a press release announcing Mr. Lacy’s retirement. A copy of the Company’s press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release dated February 18, 2020](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: February 18, 2020

KOPPERS HOLDINGS INC.

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



Koppers Holdings Inc.
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Pittsburgh, PA 15219-1800
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News Release

FOR IMMEDIATE RELEASE

For Information: Michael J. Zugay, Chief Financial Officer and Treasurer
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**Koppers Announces Retirement of Steven R. Lacy,
Chief Administrative Officer, General Counsel and Secretary, Effective Year-End 2020
*Stephanie L. Apostolou Elected General Counsel and Secretary***

PITTSBURGH, February 18, 2020 – Koppers Holdings Inc. (NYSE: KOP), an integrated global provider of treated wood products, wood treatment chemicals and carbon compounds, today announced that Steven R. Lacy, Chief Administrative Officer, General Counsel and Secretary of Koppers Inc. and Koppers Holdings Inc., will retire after a 20-year career with the company, effective December 31, 2020. In the interim period, Mr. Lacy will transition to a new role as Assistant to the President of Koppers Inc. beginning March 1, 2020. As a result, Stephanie L. Apostolou, Deputy General Counsel and Assistant Secretary, has been elected General Counsel and Secretary of Koppers Inc. and Koppers Holdings Inc., effective March 1, 2020. At that time, Mr. Lacy will transition from his current position and assume his new role.

Speaking about his retirement and new role, Lacy said, “The time is right to transition into an advisory role preceding my retirement. Koppers will be in great hands with Stephanie as its new General Counsel, and I hope to bring several important pending projects to a successful conclusion before my departure. It has been my privilege to serve Koppers these many years and, while I will definitely miss the many fine people at Koppers with whom I work, I look forward to spending more time with my family.”

Apostolou commented, “It’s an honor to take on greater leadership responsibilities at Koppers. I am very grateful for the trust and confidence placed in me. Steve has been an invaluable mentor and role model for me throughout my career and has built an excellent, dedicated legal team within Koppers. I look forward to applying my best efforts to carry that legacy forward in support of our Company’s employees as well as our other stakeholders.”

President and CEO Leroy M. Ball added, “Steve has played a tremendous role in the evolution of Koppers from the time he joined the company twenty years ago. He helped to lead the company’s return to the public markets in 2006, held a key role in several significant acquisitions, and has been a trusted advisor on many projects, large and small, that have resulted in Koppers becoming the global leader in wood preservation technologies. This transition into retirement will allow our organization to retain the value of his counsel on higher profile matters for a while longer as Stephanie takes on her new role. Stephanie has a great legal mind and has demonstrated sound business judgement during her time at Koppers. Steve and his legal team have built a stellar reputation, and I have every confidence that there are more successes to come under Stephanie’s leadership.”

Mr. Lacy has served as Chief Administrative Officer, General Counsel and Secretary since January 2018. He joined Koppers in 2001 as Vice President, General Counsel and Corporate Secretary, and over the years, gained added responsibility for Human Resources, Corporate Purchasing and Information Technology. Prior to Koppers, Mr. Lacy garnered more than 17 years of executive experience in the steel industry in roles of increasing responsibility. In addition, he served on the Board of Directors of the American Heart Association in the Greater Pittsburgh Region from 2015 to 2018 and continues to support the organization.

Ms. Apostolou was named Deputy General Counsel and Assistant Secretary for Koppers in January 2019. In this role, she handles a broad array of legal matters, including significant litigation and claims, and compliance, environmental and regulatory matters. In addition, she supports and coordinates the Company's corporate governance function and matters relating to the Board of Directors. She joined Koppers in 2011 as Corporate Counsel. Prior to her career at Koppers, she worked in the Corporate and Securities practice group of global law firm Reed Smith and held various finance roles with a leading financial services provider. She is a member of the Pittsburgh Chapter of the Association for Corporate Growth Future Corporate Leader Board and a member of the Board of Directors of Junior Achievement of Western Pennsylvania.

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About Koppers

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. Including our joint ventures, we serve our customers through a comprehensive global manufacturing and distribution network, with facilities located in North America, South America, Australasia, China and Europe. The stock of Koppers Holdings Inc. is publicly traded on the New York Stock Exchange under the symbol "KOP." For more information, visit us on the Web: www.koppers.com.