

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

**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

1. Name and Address of Reporting Person* <u>Lucas Stephen G</u>			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 _____ Officer (give title below) _____ Other (specify below) _____ <u>VP, Culture and Engagement</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/04/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>436 SEVENTH AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>PITTSBURGH PA 15219</u>			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

**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>	01/04/2024		A		3,711	A	\$0.00	25,002	D	
Common Stock	01/05/2024		M		9 <sup>(2)</sup>	A	\$0.00 <sup>(2)</sup>	25,011	D	
Common Stock	01/05/2024		F		678	D <sup>(3)</sup>	\$47.32	24,333	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	(4)	01/04/2024		A		1,520		(5)	(5)	Common Stock	1,520	\$0.00	1,520	D	
Dividend Equivalent Rights	(6)	01/04/2024		A		8		(6)	(6)	Common Stock	8	\$0.00	191	D	
Dividend Equivalent Rights	(7)	01/05/2024		M		9 <sup>(7)</sup>		(7)	(7)	Common Stock	9	\$0.00	182	D	

**Explanation of Responses:**

- The reporting person was awarded time-based restricted stock units on January 4, 2024, which will vest in annual installments of one-third each over three years.
- 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 time-based restricted stock units ("RSUs").
- Restricted stock units convert into common stock on a one-for-one basis.
- On January 4, 2023, the reporting person was granted performance share units ("PSUs") for which the performance criteria for the one-year performance period from January 1, 2023 through December 31, 2023 have been satisfied. All of the restricted stock units reported here are subject to vesting based on the continued service of the reporting person through January 5, 2026. If the Company's total shareholder return over the three-year period of January 1, 2023 through December 31, 2025 is negative, then the cumulative number of units that may vest for such three-year period will be capped at 150% of the target number.
- The DERs accrued with respect to additional PSUs credited to the reporting person with respect to PSUs granted on January 4, 2023. Each DER is the economic equivalent of one share of Koppers Holdings Inc. common stock.
- These DERs were released in connection with the vesting of RSUs granted on January 4, 2023. Each DER is the economic equivalent of one share of Koppers Holdings Inc. common stock.

/s/Stephanie L. Apostolou, 01/08/2024  
Attorney in Fact

\*\* 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.