

**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>Sullivan James A.</u> <hr/> (Last) (First) (Middle) 436 SEVENTH AVENUE <hr/> (Street) PITTSBURGH PA 15219 <hr/> (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) <p style="text-align: center;"><b>President and COO</b></p>
3. Date of Earliest Transaction (Month/Day/Year) 03/01/2024		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date of Original Filed (Month/Day/Year)		
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.		

**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	03/01/2024		M		35 <sup>(1)</sup>	A	\$0.00 <sup>(1)</sup>	112,288.738	D	
Common Stock	03/01/2024		F		1,097	D <sup>(2)</sup>	\$52.97	111,191.738	D	
Common Stock	03/01/2024		M		1,375	A	\$44.1	112,566.738	D	
Common Stock	03/01/2024		S		1,275	D	\$54.33 <sup>(3)</sup>	111,291.738	D	
Common Stock	03/01/2024		S		100	D	\$55.16	111,191.738	D	
Common Stock	03/01/2024		M		2,229	A	\$41.6	113,420.738	D	
Common Stock	03/01/2024		S		1,929	D	\$54.4 <sup>(4)</sup>	111,491.738	D	
Common Stock	03/01/2024		S		300	D	\$55.22 <sup>(5)</sup>	111,191.738	D	
Common Stock	03/01/2024		M		1,728	A	\$19.63	112,919.738	D	
Common Stock	03/01/2024		S		1,530	D	\$54.43 <sup>(6)</sup>	111,389.738	D	
Common Stock	03/01/2024		S		198	D	\$55.59 <sup>(7)</sup>	111,191.738	D	
Common Stock	03/01/2024		M		3,937	A	\$29.84	115,128.738	D	
Common Stock	03/01/2024		S		3,687	D	\$54.42 <sup>(4)</sup>	111,441.738	D	
Common Stock	03/01/2024		S		250	D	\$55.19 <sup>(8)</sup>	111,191.738	D	
Common Stock	03/01/2024		M		1,445	A	\$32.19	112,636.738	D	
Common Stock	03/01/2024		S		1,215	D	\$54.41 <sup>(6)</sup>	111,421.738	D	
Common Stock	03/01/2024		S		230	D	\$55.39 <sup>(9)</sup>	111,191.738	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					
Dividend Equivalent Rights	(10)	03/01/2024		M		35 <sup>(10)</sup>		(10)	(10)	Common Stock	35	324	D	
Employee Stock Options (Rights to Buy)	\$44.1	03/01/2024		M		1,375		03/03/2018 <sup>(11)</sup>	03/03/2027	Common Stock	1,375	5,777	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	Amount or Number of Shares				
Employee Stock Options (Rights to Buy)	\$41.6	03/01/2024		M			2,229	03/02/2019 <sup>(11)</sup>	03/02/2028	Common Stock	2,229	\$0.00	8,780	D	
Employee Stock Options (Rights to Buy)	\$19.63	03/01/2024		M			1,728	03/03/2021 <sup>(11)</sup>	03/03/2030	Common Stock	1,728	\$0.00	7,159	D	
Employee Stock Options (Rights to Buy)	\$29.84	03/01/2024		M			3,937	01/04/2022 <sup>(11)</sup>	01/04/2031	Common Stock	3,937	\$0.00	15,062	D	
Employee Stock Options (Rights to Buy)	\$32.19	03/01/2024		M			1,445	01/04/2023 <sup>(11)</sup>	01/04/2032	Common Stock	1,445	\$0.00	13,203	D	

**Explanation of Responses:**

- 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").
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$54.00 to \$54.71 inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$54.00 to \$54.99 inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$55.01 to \$55.64 inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$54.00 to \$54.98 inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$55.55 to \$55.64 inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$55.00 to \$55.64 inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$55.16 to \$55.64 inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each price.
- These DERs were released in connection with the vesting of RSUs granted on March 3, 2020. Each DER is the economic equivalent of one share of Koppers Holdings Inc. common stock.
- Stock options vested in annual installments of 25 percent over four years.

/s/Stephanie L. Apostolou,  
Attorney in Fact

03/05/2024

\*\* 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.