

**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 13, 2024

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:

- 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.

On February 13, 2024, the Board of Directors of Koppers Holdings Inc. (the “Company”) increased the size of the Board of Directors (the “Board”) from nine to ten directors and elected Nishan J. Vartanian as a director of the Company. The committees on which Mr. Vartanian will serve have not been determined. Mr. Vartanian will receive compensation for his services as a non-employee director in accordance with the Company’s standard compensatory arrangement described in the Company’s definitive Proxy Statement for its 2023 Annual Meeting under the caption “Director Compensation” filed pursuant to Regulation 14A with the Securities and Exchange Commission on April 3, 2023.

Mr. Vartanian has served as Chairman and Chief Executive Officer of MSA Safety Incorporated (“MSA”), a global developer, manufacturer and supplier of safety products and software that protect people and facility infrastructures, since June 2023. Mr. Vartanian served as Chairman, President and Chief Executive Officer of MSA from May 2020 to May 2023 and as President and Chief Executive Officer of MSA from May 2018 to May 2020. Mr. Vartanian has served as a director of MSA since December 2017.

The Board has determined that Mr. Vartanian is an independent director under applicable New York Stock Exchange listing requirements and the Board’s own independence standards, which are included in the Company’s Corporate Governance Guidelines. Mr. Vartanian will stand for election by the Company’s shareholders at the Company’s 2024 Annual Meeting.

The Company issued a press release on February 13, 2024 regarding the election of Mr. Vartanian as a director. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release dated February 13, 2024](#)

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 13, 2024

KOPPERS HOLDINGS INC.

By: /s/ Jimmi Sue Smith
Jimmi Sue Smith
Chief Financial Officer



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

News Release

FOR IMMEDIATE RELEASE

For Information: Quynh McGuire, Vice President, Investor Relations
412 227 2049
McGuireQT@koppers.com

Koppers Holdings Names Nishan J. Vartanian to Board Company Expands Board of Directors from Nine to Ten Members

PITTSBURGH, February 13, 2024 – Koppers Holdings Inc. (NYSE: KOP), an integrated global provider of treated wood products, wood treatment chemicals, and carbon compounds, today announced that the company has increased the size of its Board of Directors from nine to ten members and has elected Nishan J. Vartanian as a director of the company, effective February 13, 2024.

Mr. Vartanian currently serves as Chairman and Chief Executive Officer of MSA Safety Incorporated, global leader in the development, manufacture, and supply of safety products and solutions that protect people and facility infrastructures. Mr. Vartanian joined MSA in 1985 and has served in a variety of roles of increased responsibility, including as President of MSA North America, Senior Vice President and President of MSA Americas, and President and Chief Executive Officer of the corporation, adding the position of Chairman in 2020. Mr. Vartanian brings to the Koppers Board executive business leadership as well as a wealth of experience in global markets, with particular specialization in safety-related products and practices.

Additionally, Mr. Vartanian serves on the Boards of Trustees for: the Manufacturers Alliances for Productivity and Innovation; the International Association of Firefighters Foundation; and the Allegheny Conference on Community Development. He is also a director of the Federal Reserve Bank of Cleveland, Pittsburgh Branch.

Mr. Vartanian said, "I am honored to join the Board of Koppers, a company whose values align closely with mine. It will be incredibly exciting to help the Board and Koppers leadership build upon their most recent accomplishments, and I look forward to helping to play a part in the company's future success."

Chairman of the Board Stephen Tritch said, "We are excited and proud to welcome Nish Vartanian as the newest Koppers Board member. The addition of Nish promises to make an important and immediate positive impact, thanks to his four decades of success and achievements. He brings a depth of insight and understanding that will serve to further bolster the perspective and strength of our Board, as we represent shareholder interests in holding Koppers leadership accountable for responsible value creation."

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. We serve our customers through a comprehensive global manufacturing and distribution network, with facilities located in North America, South America, Australasia, 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: koppers.com. Inquiries from the media should be directed to Ms. Jessica Franklin Black at BlackJF@koppers.com or 412-227-2025. Inquiries from the investment community should be directed to Ms. Quynh McGuire at McGuireQT@koppers.com or 412-227-2049.

###
