

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Dowd Joseph P</u>  (Last) (First) (Middle) 436 SEVENTH AVENUE  (Street) PITTSBURGH PA 15219  (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 <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <p style="text-align:center"><b>Global VP, Zero Harm</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 01/05/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	01/05/2023		M		17 <sup>(1)</sup>	A	\$0.00 <sup>(1)</sup>	39,737.8633 <sup>(2)</sup>	D	
Common Stock	01/05/2023		F		1,116	D <sup>(3)</sup>	\$28.58	38,621.8633	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
Dividend Equivalent Rights	(4)	01/05/2023		M			17 <sup>(4)</sup>	(4)	(4)	Common Stock	17	\$0.00	81	D	
Restricted Stock Units	(5)	01/05/2023		A		909		(6)	(6)	Common Stock	909	\$0.00	2,279	D	
Restricted Stock Units	(5)	01/05/2023		A		562		(7)	(7)	Common Stock	562	\$0.00	562	D	
Dividend Equivalent Rights	(8)	01/05/2023		A		9		(8)	(8)	Common Stock	9	\$0.00	90	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.
- Includes 37 shares of Koppers Holdings Inc. common stock acquired pursuant to the Koppers Holdings Inc. Employee Stock Purchase Plan on December 31, 2022. These acquisitions were exempt under both Rule 16b-3(c) and Rule 16b-3(d).
- 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").
- These DERs were released in connection with the vesting of RSUs granted on January 4, 2021 and January 4, 2022. Each DER is the economic equivalent of one share of Koppers Holdings Inc. common stock.
- Restricted stock units represent the right to receive shares of common stock on a one-for-one basis and may be settled in cash or in shares of common stock.
- On January 4, 2021, the reporting person was granted performance share units ("PSUs") for which the two-year performance period from January 1, 2021 through December 31, 2022 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, 2024. If the Company's total shareholder return over the three-year period of January 1, 2021 through December 31, 2023 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.
- On January 4, 2022, the reporting person was granted PSUs for which the one-year performance period from January 1, 2022 through December 31, 2022 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, 2025. If the Company's total shareholder return over the three-year period of January 1, 2022 through December 31, 2024 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, 2021 and January 4, 2022. Each DER is the economic equivalent of one share of Koppers Holdings Inc. common stock.

**Remarks:**

/s/Stephanie L. Apostolou,  
Attorney in Fact 01/09/2023  
 \*\* 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.