SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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* 2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol Koppers Holdings Inc. [KOP]						
Oberbeck Christian L	(Month/Day/Year) 01/31/2006	<u>rtoppers riotames</u>						
(Last) (First) (Middle) KOPPERS HOLDINGS INC.		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)			
436 SEVENTH AVENUE		Officer (give title below)		Other (specify		Individual or Joint/Group Filing (Check pplicable Line)		
(Street) PITTSBURGH PA 15219					X		y One Reporting Person y More than One erson	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)		2. Amount of Securities Beneficially Owned (Instr.	4) 3. Owner Form: Di or Indire (Instr. 5)	rect (D)	4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common stock, par value \$0.01 per share		7,423,341]		I ⁽¹⁾⁽²⁾⁽³⁾			
Common stock, par value \$0.01 per sh	1,116,028]		I(1)(2)(3)				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4) 2. Date Exercisable a Expiration Date (Month/Day/Year)		Underlying Derivative Security (Instr. 4) Conver or Exercise		rsion (rcise	cise Form: (Instr. 5)			
			Amour or	Securi	tive	Direct (D) or Indirect (I) (Instr. 5)		

Explanation of Responses:

1. Saratoga Partners III, L.P. owns 7,423,341 shares of Koppers Holdings Inc.'s common stock (the "Common Stock") reported as beneficially owned in the above table. Saratoga Partners III, CV (together with Saratoga Partners III, L.P., the "Saratoga Funds") owns 1,116,028 shares of Common Stock reported as beneficially owned in the above table. Saratoga Management Company LLC is the Investment Manager of each of the Saratoga Funds and has investment and voting control over the shares of Common Stock held by each of the Saratoga Funds. Mr. Oberbeck is a Managing Director of Saratoga Management Company LLC and may be deemed to share beneficial ownership of the Common Stock controlled by Saratoga Management Company LLC.

2. Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, Mr. Oberbeck herein disclaims beneficial ownership of any of the shares of Common Stock covered by this Statement, except to the extent of his pecuniary interest in such shares of Common Stock.

Title

Expiration

Date

3. Information with respect to Saratoga Partners III, L.P. may be found in a corresponding Form 3 filed on the date hereof.

Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

/s/ Christian L. Oberbeck

of

Shares

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \star If the form is filed by more than one reporting person, see Instruction 5 (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).

Date

Exercisable

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.

01/26/2006 Date

KOPPERS HOLDINGS INC.

Limited Power of Attorney

SECTION 16(a) FILINGS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Steven R. Lacy and Michael W. Snyder, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of Koppers Holdings Inc. (the "Company"), Forms 3, 4, and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or amendment thereto and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and

(3) Take any other action of any type whatsoever which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing authority, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transaction in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of January, 2006.

Christian L. Oberbeck

Print Name of Reporting Person or Entity

/s/ Christian L. Oberbeck

Signature