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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 5, 2017**

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**KOPPERS HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

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**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)

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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 (see General Instruction A.2. below):

- 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))
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**Item 8.01 Other Events.**

On January 5, 2017, Koppers Holdings Inc. issued a press release announcing a tender offer by its wholly-owned subsidiary, Koppers Inc., for any and all of Koppers Inc.'s outstanding 7.875% Senior Notes due 2019.

A copy of the press release is attached to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is filed herewith:

99.1 Press Release, dated January 5, 2017.

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: January 5, 2017**

KOPPERS HOLDINGS INC.

By: /s/ Michael J. Zugay  
Michael J. Zugay  
Chief Financial Officer

**EXHIBIT INDEX**

<u>Number</u>	<u>Description</u>
99.1	Press Release, dated January 5, 2017.



Koppers Holdings Inc.  
436 Seventh Avenue  
Pittsburgh, PA 15219-1800  
Tel 412 227 2001  
[www.koppers.com](http://www.koppers.com)

# News Release

## FOR IMMEDIATE RELEASE

For Information: Michael J. Zugay, Chief Financial Officer  
412 227 2231  
[ZugayMJ@koppers.com](mailto:ZugayMJ@koppers.com)

### **Koppers Inc. Announces Tender Offer For Its 7.875% Senior Notes due 2019**

**PITTSBURGH, January 5, 2017** – Koppers Inc., a wholly-owned subsidiary of Koppers Holdings Inc. (NYSE: KOP), announced today that it has commenced a tender offer to purchase all of its issued and outstanding 7.875% Senior Notes due 2019 (“Senior Notes”) and related solicitation of consents to certain proposed amendments to the indenture governing the Senior Notes that would eliminate substantially all of the covenants and certain events of default and related provisions applicable to the Senior Notes. Holders who tender their Senior Notes will be deemed to consent to the proposed amendments and holders may not deliver consents to the proposed amendments without tendering their Senior Notes in the tender offer. The tender offer and consent solicitation is being made pursuant to an offer to purchase and consent solicitation statement and a related letter of transmittal and consent, each dated as of January 5, 2017, which set forth a more detailed description of the tender offer. The consent date of the tender offer and consent solicitation is 5:00 p.m., New York City time, on January 19, 2017 and the tender offer and consent solicitation will expire at 12:01 a.m., New York City time, on February 2, 2017, unless extended. Holders of the Senior Notes are urged to read carefully the offer to purchase and consent solicitation statement and the related letter of transmittal and consent before making any decisions with respect to the tender offer and consent solicitation.

Holders of Senior Notes that are validly tendered and not withdrawn prior to the consent date and accepted for payment will receive \$1,017.90 per \$1,000 principal amount of Senior Notes, plus any accrued and unpaid interest up to, but not including, the applicable settlement date. Holders of Senior Notes that are validly tendered after the consent date but before the expiration date will receive \$987.90 per \$1,000 principal amount of Senior Notes, plus any accrued and unpaid interest up to, but not including, the applicable settlement date.

Pursuant to the indenture relating to the Senior Notes, Koppers Inc. is currently permitted to redeem any Senior Notes not tendered in the tender offer and consent solicitation at a redemption price of 101.313% of principal value, declining annually in ratable amounts until the redemption price is equivalent to the principal value on December 1, 2017. Koppers Inc. presently intends to redeem pursuant to the terms of the indenture governing the Senior Notes any Senior Notes that remain outstanding following consummation of the tender offer at a redemption price equal to \$1,013.13 per \$1,000 principal amount of Senior Notes.

The tender offer is subject to the satisfaction or waiver of certain conditions described in the offer to purchase and consent solicitation statement, including (i) that Koppers Inc. receives, on or prior to the consent date, consents that have not been revoked in respect of at least a majority in principal amount of the Senior Notes and (ii) Koppers Inc. shall have successfully completed one or more offerings of its debt securities with (x) terms acceptable to Koppers Inc. in its sole discretion, (y) net proceeds sufficient to pay the applicable consideration for the tendered Senior Notes, plus accrued and unpaid interest and all fees and expenses related to the tender offer and the consent solicitation, and the redemption price (including accrued but unpaid interest) for any Senior Notes not validly tendered pursuant to the tender offer and (z) settlement occurring on or prior to the initial settlement date of the tender offer and consent solicitation.

Persons with questions regarding the tender offer should contact the Dealer Manager and Solicitation Agent, Wells Fargo Securities, LLC, at (866) 309-6316 (toll free) or (704) 410-4760 (collect), or the Information Agent, D.F. King & Co., Inc. at 888-644-6071 (toll free) or 212-269-5550 (for banks and brokers only).

This news release is neither an offer to purchase nor a solicitation of an offer to sell any Senior Notes or any other securities, and shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities. The tender offer and consent solicitation is being made only by, and pursuant to, the offer to purchase and consent solicitation statement and related letter of transmittal and consent, copies of which will be delivered to all holders of Koppers Inc.'s 7.875% Senior Notes due 2019, and under which Koppers Inc., subject to applicable law, may terminate, withdraw or amend the tender offer and consent solicitation. In addition, this news release does not constitute a notice of redemption of the Senior Notes under the optional redemption provisions of the indenture governing the Senior Notes. The tender offer and consent solicitation is not being made in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the tender offer and consent solicitation is required to be made by a licensed broker or dealer, it shall be deemed to be made on behalf of Koppers Inc. by the Dealer Manager and Solicitation Agent. None of Koppers Inc., the Dealer Manager and Solicitation Agent, the Information Agent or the Tender Agent makes any recommendation as to whether holders of Senior Notes should tender their Senior Notes pursuant to the tender offer or deliver consents pursuant to the consent solicitation.

### **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. Including our joint ventures, we serve our customers through a comprehensive global manufacturing and distribution network, with facilities located in North America, South America, Australasia, China 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 us on the Web: [www.koppers.com](http://www.koppers.com). Questions concerning investor relations should be directed to Michael J. Zugay at 412 227 2231 or Quynh McGuire at 412 227 2049.

### **Safe Harbor Statement**

Certain statements in this news release are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and may include, but are not limited to, statements about sales levels, acquisitions, restructuring, declines in the value of Koppers assets and the effect of any resulting impairment charges, profitability and anticipated expenses

and cash outflows. All forward-looking statements involve risks and uncertainties. All statements contained herein that are not clearly historical in nature are forward-looking, and words such as “believe,” “anticipate,” “expect,” “estimate,” “may,” “will,” “should,” “continue,” “plans,” “potential,” “intends,” “likely,” or other similar words or phrases are generally intended to identify forward-looking statements. Any forward-looking statement contained herein, in other news releases, written statements or other documents filed with the Securities and Exchange Commission, or in Koppers communications with and discussions with investors and analysts in the normal course of business through meetings, phone calls and conference calls, regarding expectations with respect to sales, earnings, cash flows, operating efficiencies, restructurings, the benefits of acquisitions, divestitures, joint ventures or other matters as well as financings and debt reduction, are subject to known and unknown risks, uncertainties and contingencies. Many of these risks, uncertainties and contingencies are beyond our control, and may cause actual results, performance or achievements to differ materially from anticipated results, performance or achievements. Factors that might affect such forward-looking statements, include, among other things, the impact of changes in commodity prices, such as oil and copper, on product margins; general economic and business conditions; potential difficulties in protecting our intellectual property; the ratings on our debt and our ability to repay or refinance our outstanding indebtedness as it matures; our ability to operate within the limitations of our debt covenants; potential impairment of our goodwill and/or long-lived assets; demand for Koppers goods and services; competitive conditions; interest rate and foreign currency rate fluctuations; availability and costs of key raw materials; unfavorable resolution of claims against us, as well as those discussed more fully elsewhere in this release and in documents filed with the Securities and Exchange Commission by Koppers, particularly our latest annual report on Form 10-K and quarterly report on Form 10-Q. Any forward-looking statements in this release speak only as of the date of this release, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after that date or to reflect the occurrence of unanticipated events.