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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 13, 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 13, 2017, Koppers Holdings Inc. (the “Company”) issued a press release announcing that its wholly-owned subsidiary, Koppers Inc., intends to offer \$400 million aggregate principal amount of senior notes due 2025 in a private offering.

The Company also announced that Koppers Inc. has commenced negotiations to enter into a new credit agreement.

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 13, 2017.

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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 13, 2017**

KOPPERS HOLDINGS INC.

By: /s/ Michael J. Zugay

Michael J. Zugay  
Chief Financial Officer

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**EXHIBIT INDEX**

<u>Number</u>	<u>Description</u>
99.1	Press Release, dated January 13, 2017.



News Release

**FOR IMMEDIATE RELEASE**

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

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

**Koppers Inc. Announces Proposed Private Offering of \$400 Million  
 Senior Notes due 2025 and Expected New Credit Agreement**

**PITTSBURGH, January 13, 2017** – Koppers Inc., a wholly-owned subsidiary of Koppers Holdings Inc. (NYSE: KOP), announced today that it is proposing an offering through a private placement of \$400 million aggregate principal amount of senior notes due 2025 (the “Notes”). It is expected that the Notes will be guaranteed by Koppers Holdings Inc. and certain of Koppers Inc.’s domestic subsidiaries. The net proceeds of this offering are intended to be used to repurchase any and all of Koppers Inc.’s outstanding \$300 million Senior Notes due 2019 (the “2019 Notes”) and to pay related fees and expenses in connection with its previously announced tender offer and consent solicitation, and the redemption of any of the 2019 Notes that remain outstanding if Koppers Inc. purchases less than all of the outstanding 2019 Notes in the tender offer and consent solicitation. Any excess proceeds will be used to repay outstanding debt under Koppers Inc.’s senior secured credit facilities and for general corporate purposes.

The Notes and the related guarantees are being offered by the initial purchasers only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) or, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. The Notes and the related guarantees have not been and will not be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, registration requirements. A confidential offering memorandum will be made available to eligible holders. The offering will be conducted in accordance with the terms and subject to the conditions set forth in the offering memorandum.

Koppers Holdings Inc. also announced today that Koppers Inc. has commenced negotiations with a consortium of banks to enter into a new credit agreement. We anticipate that the new credit agreement, if consummated, would provide for a senior secured revolving credit facility of up to \$300.0 million and a senior secured term loan of up to \$200.0 million (the “New Senior Secured Credit Facilities”). If consummated, the New Senior Secured Credit Facilities would refinance Koppers Inc.’s existing senior secured revolving credit facility and senior secured term loan (the “Existing Senior Secured Credit Facilities”) that mature on August 15, 2019. We anticipate that the New Senior Secured Credit Facilities, if completed, would mature in five years, would have terms and interest rates substantially consistent with the Existing Senior

Secured Credit Facilities, would be guaranteed by Koppers Inc.’s domestic subsidiaries that currently guarantee its obligations under the Existing Senior Secured Credit Facilities, and would be secured by a lien on all of the personal property of Koppers Inc. and the guarantors in a manner consistent with the Existing Senior Secured Credit Facilities. The completion of negotiations and closing of the New Senior Secured Credit Facilities are subject to numerous contingencies and conditions, including, without limitation, the receipt of commitments from the lending banks and the completion of the offering of Notes described above and the previously announced tender offer and consent solicitation. There is no guarantee that the New Senior Secured Credit Facilities will become effective, and the offering of the Notes is not conditioned on the completion of the New Senior Secured Credit Facilities.

This news release shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities, nor shall there be any sales of securities mentioned in this news release in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

### **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.