
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) December 1, 2009

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)

(412) 227-2001
(Registrant's Telephone Number, Including Area Code)

(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 (*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 1.01 Entry into a Material Definitive Agreement

Issuance of 7.875% Senior Notes due 2019

General

On December 1, 2009, Koppers Inc. (“KI”), a subsidiary of Koppers Holdings Inc., a Pennsylvania corporation (the “Company”), successfully completed its previously-announced offering, pursuant to an exemption from registration under the Securities Act of 1933, as amended (the “Securities Act”) of \$300,000,000 aggregate principal amount of 7.875% Senior Notes due 2019 (the “Senior Notes”). The Senior Notes were priced on November 20, 2009 and were issued to investors at a price of 98.311%

The Senior Notes were issued pursuant to an Indenture (the “Indenture”), dated as of December 1, 2009 (the “Closing Date”), by and among KI, the Company, certain of KI’s domestic subsidiaries (the “Subsidiary Guarantors” and, collectively with the Company, the “Guarantors”) and Wells Fargo Bank, National Association, as trustee. The Guarantors have issued guarantees (the “Guarantees”) of KI’s obligations under the Senior Notes and the Indenture. The holders of the Senior Notes and the Guarantees will have certain registration rights pursuant to an Exchange and Registration Rights Agreement (the “Registration Rights Agreement”), dated as of the Closing Date, by and among KI, the Guarantors and Goldman, Sachs & Co., Banc of America Securities LLC, RBS Securities Inc. and UBS Securities LLC as representatives of the several initial purchasers.

Maturity Date and Interest Rate

The Senior Notes will mature on December 1, 2019. Interest on the Senior Notes will accrue at 7.875% per annum, paid every six months on December 1 and June 1, beginning June 1, 2010.

Ranking

The Senior Notes are KI’s unsecured senior obligations. The Senior Notes rank equally with all of KI’s senior unsecured indebtedness and rank senior to all of KI’s subordinated indebtedness. The Senior Notes are effectively subordinated to KI’s secured indebtedness, including indebtedness under KI’s revolving credit facility, and are structurally subordinated to the liabilities (including trade payables) of its non-guarantor subsidiaries.

Each Guarantor’s Guarantee of the Senior Notes is its unsecured senior obligation. Each Guarantor’s Guarantee ranks equally with all of such Guarantor’s senior indebtedness and ranks senior in right of payment to all of its subordinated indebtedness. The Guarantee of each Subsidiary Guarantor is effectively subordinated to all of its secured obligations, including its guarantee of KI’s revolving credit facility.

Optional Redemption

At any time prior to December 1, 2014, KI may redeem all or some of the Senior Notes at a redemption price equal to 100% of the principal amount of the Senior Notes redeemed plus an applicable premium, as defined in the Indenture, as of, and accrued and unpaid interest, if any, to the date of redemption.

At any time on or after December 1, 2014, KI may redeem, at its option, some or all of the Senior Notes at the following redemption prices (expressed as percentages of principal amount), plus accrued and unpaid interest to the date of redemption, if redeemed during the 12-month period beginning on December 1 of the years indicated below:

| <u>Year</u> | <u>Redemption Price</u> |
|---------------------|-------------------------|
| 2014 | 103.938% |
| 2015 | 102.625% |
| 2016 | 101.313% |
| 2017 and thereafter | 100.000% |

At any time on or prior to December 1, 2012, KI may, at its option, redeem Senior Notes in an aggregate principal amount not to exceed 35% of the aggregate principal amount of Senior Notes issued under the Indenture at a redemption price of 107.875% of the principal amount, plus accrued and unpaid interest to the redemption date, with the net cash proceeds of a public offering or private placement of the capital stock of KI or the Company (an "Equity Offering"); provided that:

- (1) at least 65% of the aggregate principal amount of Senior Notes issued under the Indenture remains outstanding immediately after the occurrence of such redemption (excluding Senior Notes held by KI and its subsidiaries); and
- (2) the redemption occurs within 90 days of the closing of such Equity Offering.

Change of Control

Upon the occurrence of specified change of control events, holders of the Senior Notes will have the right to require KI to purchase all or a portion of such holders' Senior Notes at a purchase price equal to 101% of the principal amount as of the date of any such repurchase plus accrued and unpaid interest, if any, to the date of repurchase.

Certain Covenants

The Indenture contains covenants that, among other things, restrict KI's ability and the ability of its restricted subsidiaries to:

- incur or assume additional debt or provide guarantees in respect of obligations of other persons;
- issue redeemable stock and preferred stock;
- pay dividends or distributions or redeem or repurchase capital stock;
- prepay, redeem or repurchase debt;
- make loans and investments;

- incur certain liens;
- impose limitations on dividends, loans or asset transfers from subsidiaries;
- sell or otherwise dispose of assets, including capital stock of subsidiaries;
- consolidate or merge with or into, or sell substantially all of its assets to, another person; and
- enter into transactions with affiliates.

These covenants are subject to important qualifications and exceptions. The Indenture contains customary affirmative covenants and events of default.

Registration Rights

On the Closing Date, KI, the Guarantors and the representatives of the initial purchasers described above entered into the Registration Rights Agreement. Pursuant to the Registration Rights Agreement, KI and the Guarantors agreed with the representatives of the initial purchasers, for the benefit of the holders of the Senior Notes, that KI and the Guarantors will, among other things: (i) file a registration statement within 120 days after the Closing Date to be used in connection with the exchange of the Senior Notes and related Guarantees for publicly registered notes and related guarantees with substantially identical terms in all material respects (except for the transfer restrictions relating to the Senior Notes and interest rate increases as described below); (ii) use commercially reasonable efforts to cause the applicable registration statement to become effective under the Securities Act within 210 days after the Closing Date; and (iii) use commercially reasonable efforts to commence an exchange offer for the Senior Notes and related Guarantees promptly (but no later than 10 business days) following the effective time of such exchange registration statement. If KI and the Guarantors fail to satisfy such obligations, they will be obligated to pay additional interest to each holder of the Senior Notes that are subject to transfer restrictions, with respect to the first 90-day period immediately following the occurrence of a default, at a rate of 0.25% per annum on the principal amount of the Senior Notes that are subject to transfer restrictions held by such holder. The amount of additional interest will increase by an additional 0.25% per annum with respect to each subsequent 90-day period until all defaults have been cured, up to a maximum amount of additional interest for all defaults of 1.0% per annum on the principal amount of the Senior Notes that are subject to transfer restrictions.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

The information contained in Item 1.01 above under the heading “Issuance of 7.875% Senior Notes due 2019” is hereby incorporated in this Item 2.03 by reference.

Item 8.01 Other Events

On November 30, 2009, the Company announced the early tender results for the Company's previously announced tender offer (the "Tender Offer") to purchase all of its issued and outstanding 9 7/8% Senior Discount Notes due 2014 (the "Senior Discount Notes").

On December 1, 2009, KI, the Company's subsidiary, successfully completed its previously-announced offering of \$300 million aggregate principal amount of its 7.875% Senior Notes as further described in Item 1.01 above. The Senior Notes and the Guarantees were offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act, and outside the United States in compliance with Regulation S under the Securities Act. The Senior Notes and the Guarantees were not registered under the Securities Act, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Additionally, on December 1, 2009, the Company issued a press release announcing that it had provided notice to the indenture trustee of its election to redeem the remaining outstanding \$13,550,000 principal amount of Senior Discount Notes at a price equal to 104.938% of the principal amount, plus any accrued and unpaid interest to the redemption date. The Company expects to redeem the Senior Discount Notes on December 30, 2009 (the "Redemption Date").

The Company intends to use the proceeds from KI's previously announced private offering of \$300 million aggregate principal amount of its 7.875% Senior Notes to finance the redemption of the Senior Discount Notes.

The press releases announcing the early tender results for the Tender Offer and the redemption of the Senior Discount Notes are attached hereto as Exhibits 99.1 and 99.2, respectively.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed herewith:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press Release, dated November 30, 2009. |
| 99.2 | Press Release, dated December 1, 2009. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KOPPERS HOLDINGS INC.
(Registrant)

By: _____ /s/ STEVEN R. LACY

Name: **Steven R. Lacy**
Title: **Senior Vice President, Administration,
General Counsel and Secretary**

Date: December 7, 2009

EXHIBIT INDEX

| <u>Number</u> | <u>Description</u> | <u>Method of Filing</u> |
|---------------|---|-------------------------|
| 99.1 | Press Release, dated November 30, 2009. | Filed herewith. |
| 99.2 | Press Release, dated December 1, 2009. | Filed herewith. |



News Release

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

FOR IMMEDIATE RELEASE

For Information: Brian H. McCurrie, Vice President, Chief Financial Officer
412 227 2153
McCurrieBH@koppers.com

**Koppers Announces Expiration of Early Tender Time and Results to
Date of Tender Offer For Its 9 7/8 percent Senior Discount Notes due
2014**

PITTSBURGH, November 30, 2009 –Koppers Holdings Inc., a Pennsylvania corporation (NYSE:KOP), today announced the early tender results for its previously announced tender offer to purchase all of its issued and outstanding 9 7/8% Senior Discount Notes due 2014.

As of 5:00 p.m., New York City time, November 25, 2009, the previously announced early tender time, according to information provided by the depository, \$189,500,000 principal amount of the Senior Discount Notes, representing 93.3% of the principal amount outstanding, had been validly tendered and not withdrawn. The early settlement date for Senior Discount Notes tendered on or prior to the early tender time is expected to be December 2, 2009.

The tender offer expires at 12:00 midnight, New York City time, on December 10, 2009, unless extended. Holders of Senior Discount Notes that were validly tendered prior to the early tender time and accepted for payment will receive \$1,049.38 per \$1,000 principal amount of the notes, plus any accrued and unpaid interest up to, but not including, the applicable settlement date. Holders of Senior Discount Notes that are validly tendered after the early tender time but before the expiration time will receive \$1,000.00 per \$1,000 principal amount of the notes, plus any accrued and unpaid interest up to, but not including, the applicable settlement date.

Pursuant to the indenture relating to the Senior Discount Notes, Koppers Holdings is permitted to redeem any Senior Discount Notes not tendered in the tender offer at any time after November 15, 2009 for 104.938 percent of principal value, declining annually in ratable amounts until the redemption price is equivalent to the principal value. Koppers Holdings presently intends to redeem pursuant to the terms of the indenture governing the Senior Discount Notes any Senior Discount Notes which remain outstanding following consummation of the tender offer at a redemption price equal to \$1,049.38 per \$1,000 principal amount of Senior Discount Notes. Although Koppers Holdings is not obligated to redeem the Senior Discount Notes, the recent amendment to Koppers Holdings' and its subsidiaries' existing credit agreement requires that proceeds sufficient to fund the redemption or repurchase of all of the Senior Discount Notes be deposited in an account with the administrative agent and restricts Koppers Holdings' ability to use the deposited funds for any purpose other than the repurchase or redemption of the Senior Discount Notes. However, there can be no assurance that any such repurchase or redemption will occur.

The tender offer is subject to the satisfaction or waiver of certain conditions, including the consummation of a notes offering in which our wholly-owned subsidiary, Koppers Inc., obtains new debt financing yielding net proceeds which, when paid as a dividend to Koppers Holdings in compliance with applicable laws, are in an amount that is sufficient to pay the total consideration to tendering holders, together with all fees and expenses associated with the offering, on terms and conditions satisfactory to Koppers Holdings in its sole discretion. Koppers Holdings may amend, extend or terminate the tender offer in its sole discretion. The complete terms and conditions of the tender offer are set forth in the offer to purchase and the related letter of transmittal that were sent to registered holders of the Senior Discount Notes on November 12, 2009. Holders are urged to read the offer to purchase and the letter of transmittal carefully.

This news release is neither an offer to purchase nor a solicitation of an offer to sell any notes. Persons with questions regarding the tender offer should contact the lead dealer manager – Goldman, Sachs & Co. at (800) 828-3182 (toll free) - or the Information Agent, Global Bondholder Services Corporation, at (866) 470-4300 (toll free).

Any securities which may be offered in the aforementioned debt financing transaction will not be and have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

About Koppers

Koppers, with corporate headquarters and a research center in Pittsburgh, Pennsylvania, is a global integrated producer of carbon compounds and treated wood products. Including its joint ventures, Koppers operates facilities in the United States, United Kingdom, Denmark, Australia, and China. 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. Questions concerning investor relations should be directed to Brian H. McCurrie at 412 227 2153 or Michael W. Snyder at 412 227 2131.

Safe Harbor Statement

Certain statements in this press 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, restructuring, 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,” “intends,” “likely,” or other similar words or phrases are generally intended to identify forward-looking statements. Any forward-looking statement contained herein, in other press releases, written statements or 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, product introduction or expansion, the benefits of acquisitions and divestitures or other matters as well as financings and repurchases of debt or equity securities, 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, general economic and business conditions, demand for Koppers goods and services, competitive conditions, interest rate and foreign currency rate

fluctuations, availability of key raw materials and 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.

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

News Release

FOR IMMEDIATE RELEASE

For Information: Brian H. McCurrie, Vice President, Chief Financial Officer
412 227 2153
McCurrieBH@koppers.com

Koppers Calls Its 9 7/8 percent Senior Discount Notes due 2014 For Redemption

PITTSBURGH, December 1, 2009 –Koppers Holdings Inc., a Pennsylvania corporation (NYSE:KOP), announced that The Bank of New York Mellon, trustee under the Indenture for the company's 9 7/8% Senior Discount Notes due 2014, is providing notice to holders today that Koppers Holdings will redeem the remaining outstanding \$13,550,000 principal amount of Senior Discount Notes on December 30, 2009. The Senior Discount Notes will be redeemed at a price equal to 104.938% of the principal amount in accordance with the Indenture, plus any accrued and unpaid interest to the Redemption Date. Koppers Holdings intends to use the proceeds from Koppers Inc.'s previously announced private offering of \$300 million aggregate principal amount of 7.875% Senior Notes due 2019 to finance the redemption of the Senior Discount Notes.

This press release does not constitute a notice of redemption of the Senior Discount Notes. The redemption is being made solely pursuant to a notice of redemption dated December 1, 2009, which will be delivered to the holders of the Senior Discount Notes by The Bank of New York Mellon.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities. Any securities which may be offered in the aforementioned private offering will not be and have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

About Koppers

Koppers, with corporate headquarters and a research center in Pittsburgh, Pennsylvania, is a global integrated producer of carbon compounds and treated wood products. Including its joint ventures, Koppers operates facilities in the United States, United Kingdom, Denmark, Australia, and China. 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. Questions concerning investor relations should be directed to Brian H. McCurrie at 412 227 2153 or Michael W. Snyder at 412 227 2131.

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