SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): April 14, 2014 (April 13, 2014)

KOPPERS HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Pennsylvania	**1-32737**	**20-1878963**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

436 Seventh Avenue **Pittsburgh, Pennsylvania**	**15219**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (412) 227-2001

Not Applicable
(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.):

☐ 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))

Item 1.01. Entry into a Material Definitive Agreement.

On April 13, 2014, Koppers Inc. (“Buyer”), a wholly-owned subsidiary of Koppers Holdings Inc. (“Koppers”), entered into a Stock Purchase Agreement (the “Stock Purchase Agreement”) by and among Osmose Holdings, Inc., a Delaware corporation (“Seller”), Osmose, Inc., a New York corporation, and Osmose Railroad Services, Inc., a Delaware corporation (Osmose, Inc., together with Osmose Railroad Services, Inc., the “Osmose Entities”). Pursuant to the Stock Purchase Agreement, Buyer agreed to acquire from Seller (the “Acquisition”) all of the outstanding stock of the Osmose Entities. The Osmose Entities and their subsidiaries are engaged in the business of manufacturing wood preservatives worldwide and providing railroad services in North America.

The Stock Purchase Agreement provides for the payment of aggregate cash consideration of $460,000,000, subject to certain adjustments (the “Purchase Price”), including, but not limited to, a net working capital adjustment. The Purchase Price includes the value of an anticipated 338(h)(10) tax election that is expected to provide annual cash tax savings of approximately $7,000,000 over the next 15 years.

The Purchase Price is expected to be funded through bank debt, including a new term loan and revolving credit facility, subject to the terms and conditions in the underlying debt financing commitment (as described below). In connection with the entry into the Stock Purchase Agreement, Buyer entered into a debt financing commitment letter (the “Debt Commitment Letter”) with PNC Bank, National Association and PNC Capital Markets LLC (together, the “Lenders”) on April 13, 2014, pursuant to which the Lenders have committed to arrange and provide an $800,000,000 senior secured credit facility on the terms and subject to the conditions set forth in the Debt Commitment Letter. Buyer’s obligations under the Stock Purchase Agreement are not conditioned on the receipt of financing. The Stock Purchase Agreement provides for a $36,800,000 fee that will be payable to Seller if Buyer fails to consummate the Acquisition due to a failure to obtain financing under certain circumstances.

The closing of the Acquisition is expected to occur in the third quarter of 2014, subject to the satisfaction of certain customary closing conditions, including, but not limited to, the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. At the closing, Seller and Buyer are expected to enter into certain ancillary agreements, including agreements relating to intellectual property licenses, transitional services, research and development services, and an escrow agreement (as described below).

Under the Stock Purchase Agreement, Buyer and Seller made representations, warranties, and covenants customary for a transaction of this nature. Buyer’s covenants and agreements include, among other things: (1) subject to certain conditions, to use reasonable best efforts to obtain the financing as set forth in the Debt Commitment Letter; and (2) subject to certain conditions, to use reasonable best efforts to obtain alternative financing from alternative sources if any portion of the financing under the Debt Commitment Letter becomes unavailable. Seller’s covenants and agreements include, among other things: (1) subject to certain conditions, to conduct its business in the ordinary course of business during the period between the execution of the Stock Purchase Agreement and the completion of the Acquisition; and (2) not to solicit or initiate discussions with third parties regarding alternative transactions regarding the Osmose Entities. The Stock Purchase Agreement also provides that Seller will indemnify Buyer for certain environmental liabilities associated with the business of the Osmose Entities and contains other indemnification provisions which are believed to be customary for a transaction of this type. The parties’ respective indemnification obligations relating to certain representations and warranties contained in the Stock Purchase Agreement only apply with respect to aggregate liabilities in excess of specified deductibles, are subject to caps, and are only effective for specified periods of time. A portion of the Purchase Price ($28 million) will be held in escrow to secure certain indemnification obligations of Seller and released pursuant to the terms of an escrow agreement to be entered into by and among Seller, Buyer, and an escrow agent in connection with the closing of the Acquisition.

Item 8.01. Other Events.

On April 14, 2014, Koppers issued a press release announcing the Acquisition and Debt Commitment Letter. A copy of the press release is furnished herewith as Exhibit 99.1.

The information in this Item 8.01, including the information in Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for any purpose, including for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. The information in this Item 8.01 shall not be incorporated by reference into any registration statement or any other filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filing, except to the extent set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following material is filed as an exhibit to this Current Report on Form 8-K:

Exhibit Number	
99.1	Press Release dated April 14, 2014

SIGNATURE

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.

KOPPERS HOLDINGS INC.

By: /s/ Leroy M. Ball
Leroy M. Ball
Vice President and Chief Financial Officer

Dated: April 14, 2014

Exhibit 99.1

News Release

FOR IMMEDIATE RELEASE

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

For Information: Leroy M. Ball, Vice President, Chief Financial Officer
412 227 2118
BallLM@koppers.com

Koppers to Acquire Wood Preservation and Railroad Services Businesses from Osmose

PITTSBURGH, April 14, 2014 – Koppers Inc., a wholly-owned subsidiary of Koppers Holdings Inc. (NYSE:KOP), has signed an agreement to acquire the Wood Preservation and Railroad Services businesses of Osmose Holdings, Inc. (Osmose), collectively, the “Acquired Businesses”. The base purchase price for the Acquired Businesses is $460 million and is subject to certain closing adjustments. The base purchase price includes the value of an anticipated 338(h)(10) tax election that is expected to provide cash tax savings of approximately $7 million annually over the next 15 years. Revenues for the Acquired Businesses in 2013 were approximately $390 million. Koppers plans to finance the purchase through new and existing bank debt, including a new term loan and an increase to the company’s existing revolving credit facility. The transaction is expected to close in the third quarter of 2014, subject to regulatory filings and customary closing conditions.

Osmose’s Wood Preservation business is the global leader in developing, manufacturing, and marketing wood preservation chemicals and wood treatment technologies. The business has operations and sales in North America, Latin America, Europe, and Australasia, and accounted for approximately $350 million of the Acquired Business’ revenue in 2013. The business’s products serve a diverse range of end-markets including infrastructure, residential and commercial construction, and agriculture.

Osmose’s Railroad Services business is a leading provider of railroad infrastructure services, including bridge inspection, engineering, maintenance and repair, and construction services for the Class I and shortline railroads in North America. The business accounted for $40 million of revenue in 2013.

Walt Turner, President and CEO of Koppers, said, “Acquiring these businesses from Osmose represents another important step in our long-term growth strategy by expanding both our chemicals offering and extending our existing railroad and utilities products and services platform. This unique growth opportunity will complement our existing businesses through leading market positions in strategic end-markets. Importantly, the business culture of Osmose is closely aligned with that of Koppers, which should provide for a smooth integration allowing us to fully capture synergies and realize the earnings and margin accretion that we have identified during our due diligence process. The addition of these two businesses is very exciting for Koppers and will strongly contribute towards our ultimate goal of increasing shareholder value.”

Barclays Capital Inc. acted as financial advisor to Koppers in regard to the transaction, and K&L Gates LLP acted as legal counsel to the Company. Committed financing will be provided by PNC Bank, National Association.

Investor Conference Call and Web Simulcast

Koppers management will conduct a conference call tomorrow morning, April 15, 2014, beginning at 10:00 a.m. EDT to discuss the proposed transaction. Interested parties may access the live audio broadcast by dialing 877 941 8609 in the US/Canada or +1 480 629 9692 for International, Conference ID number 4678963. Investors are requested to access the call at least five minutes before the scheduled start time in order to complete a brief registration. An audio replay will be available approximately two hours after the call's completion at (800) 406 7325 or +1 (303) 590 3030, Conference ID number 4678963. The recording will be available for replay through April 29, 2014.

The live broadcast of Koppers conference call will be available online: http://investors.koppers.com/phoenix.zhtml?c=194019&p=irol-eventDetails&EventId=5131945. (Due to the length of this URL, it may be necessary to copy and paste this hyperlink into your Internet browser's URL address field.) The presentation materials for the call may be accessed at www.koppers.com under Investor Relations.

If you are unable to participate during the live webcast, the call will be archived on www.koppers.com and www.streetevents.com shortly after the live call and continuing through April 29, 2014.

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, Canada, United Kingdom, Denmark, the Netherlands, 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 Leroy M. Ball at 412 227 2118 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 synergies, 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, Koppers may not be able to successfully integrate the wood preservatives business and/or the railroad services business of Osmose or such integration may take longer to accomplish than expected; the expected cost savings and any synergies from the acquisition may not be fully realized within the expected timeframes; disruption from the acquisition may make it more difficult to maintain relationships with clients, associates, or suppliers; the required governmental approvals of the acquisition may not be obtained on the proposed terms and schedule; the required financing for the acquisition may not be obtained on the proposed terms and schedule; 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 subsequent filings. 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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