

**UNITED STATES  
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): March 20, 2023**

**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)

**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:

- 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))

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	KOP	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 20, 2023, the Board of Directors of Koppers Holdings Inc. (the “Company”) increased the size of the Board of Directors (the “Board”) from eight to nine directors and elected Andrew D. Sandifer as a director of the Company. The committees on which Mr. Sandifer will serve have not been determined. Mr. Sandifer will receive compensation for his services as a non-employee director in accordance with the Company’s standard compensatory arrangement described in the Company’s definitive Proxy Statement for its 2022 Annual Meeting under the caption “Director Compensation” filed pursuant to Regulation 14A with the Securities and Exchange Commission on April 4, 2022.

Mr. Sandifer has served as Executive Vice President and Chief Financial Officer of FMC Corporation, a global agricultural sciences company, since May 2018. From March 2016 through May 2018, Mr. Sandifer served as Vice President and Treasurer of FMC Corporation.

The Board has determined that Mr. Sandifer is an independent director under applicable New York Stock Exchange listing requirements and the Board’s own independence standards, which are included in the Company’s Corporate Governance Guidelines. Mr. Sandifer will stand for election by the Company’s shareholders at the Company’s 2023 Annual Meeting.

The Company issued a press release on March 22, 2023 regarding the election of Mr. Sandifer as a director. A copy of the press release is furnished herewith as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 [Press Release dated March 22, 2023](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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: March 22, 2023**

KOPPERS HOLDINGS INC.

By: /s/ Jimmi Sue Smith

Jimmi Sue Smith

Chief Financial Officer

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**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:

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### **Koppers Holdings Names Andrew D. Sandifer to Board *Company Expands Board of Directors from Eight to Nine Members***

**PITTSBURGH, March 22, 2023** – Koppers Holdings Inc. (NYSE: KOP), an integrated global provider of treated wood products, wood treatment chemicals, and carbon compounds, today announced that the company has increased the size of its Board of Directors from eight to nine members and has elected Andrew D. Sandifer as a director of the company, effective March 20, 2023.

Mr. Sandifer currently serves as Executive Vice President and Chief Financial Officer at FMC Corporation, a global agricultural sciences company. Earlier at FMC, he served as Vice President and Treasurer. Before joining FMC, Mr. Sandifer held key senior leadership positions at ARAMARK Corporation, Rohm and Haas Company (now part of The Dow Chemical Company), Boston Consulting Group, International Paper, and James River Paper.

Mr. Sandifer serves on the board of trustees of Germantown Academy, a private school near Philadelphia, Pennsylvania, and was previously a member of the board of directors of Philabundance, a leading hunger relief organization in the Delaware Valley.

Mr. Sandifer brings to the board broad international business experience and his expertise spans multiple industry sectors, with an emphasis on technology-driven product and materials businesses.

Chairman of the Board Stephen Tritch commented, “After a thorough, nationwide process, I am pleased that we arrived at the selection of Andrew Sandifer as the newest Koppers Board member. I believe that he will bring a fresh perspective to our Board discussions, which is always helpful in arriving at the best outcomes for Koppers shareholders.”

President and CEO Leroy Ball added, “I expect Andrew to be an immediate contributor to our Board through his strong financial acumen and broad business experience with a focus in the chemical sector. His background and experience will be invaluable as the financial regulatory landscape continues to become increasingly more complicated.”

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## 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. We serve our customers through a comprehensive global manufacturing and distribution network, with facilities located in North America, South America, Australasia, 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: [koppers.com](http://koppers.com). Inquiries from the media should be directed to Ms. Jessica Franklin Black at [BlackJF@koppers.com](mailto:BlackJF@koppers.com) or 412-227-2025. Inquiries from the investment community should be directed to Ms. Quynh McGuire at [McGuireQT@koppers.com](mailto:McGuireQT@koppers.com) or 412-227-2049.

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