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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, 2026**

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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))

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.

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

On January 5, 2026, Koppers Holdings Inc. (the “Company” or “Koppers”) and Jimmi Sue Smith agreed that Ms. Smith would retire from her position as the Company’s Chief Financial Officer effective January 5, 2026. Ms. Smith will continue to serve as the Treasurer, as well as in an advisory role to assist with an orderly transition, and will remain a full-time employee of Koppers through February 28, 2026. Ms. Smith’s decision to retire is not the result of any disagreements with Koppers or any matter relating to Koppers’ financial statements, internal control over financial reporting, operations, policies or practices. Koppers and Ms. Smith are negotiating a transition agreement. Upon execution of such agreement, the Company will file an amendment to this report.

In connection with Ms. Smith’s retirement, Bradley A. Pearce, Koppers’ Chief Accounting Officer, has been elected by the Company’s Board of Directors to act as Koppers’ interim Chief Financial Officer and Chief Accounting Officer, in which position he serves as the Company’s principal financial officer, effective January 5, 2026.

Mr. Pearce, age 59, has served as Chief Accounting Officer of the Company since May 2019. Previously, he served as Director, Corporate Control and Taxes of Koppers Inc. from April 2008 to April 2019 and as Director, Corporate Control of Koppers Inc. from April 2006 to March 2008.

The Board of Directors approved certain changes to Mr. Pearce’s compensation in connection with his election as interim Chief Financial Officer and Chief Accounting Officer. Effective January 1, 2026, Mr. Pearce’s annual base salary was increased to \$400,000. In addition, the Board of Directors approved an increase in the multiplier used to determine the target total annual cash incentive for Mr. Pearce from 40 percent of his annual base salary to 60 percent of his annual base salary. Mr. Pearce will continue to receive a multiplier of 80 percent of his annual base salary for purposes of determining his target total long-term incentive award.

Mr. Pearce does not have any family relationships with any of the Company’s directors or executive officers. Mr. Pearce is not a party to any transactions of the type described in Item 404(a) of Regulation S-K.

**Item 8.01 Other Events.**

The Company issued a press release on January 9, 2026 regarding the retirement of Ms. Smith as Chief Financial Officer and the election of Mr. Pearce as interim Chief Financial Officer and Chief Accounting Officer. 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 January 9, 2026

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: January 9, 2026**

KOPPERS HOLDINGS INC.

By: /s/ Bradley A. Pearce

Bradley A. Pearce

Interim Chief Financial Officer and  
Chief Accounting Officer

# News Release

## FOR IMMEDIATE RELEASE

For Information:  
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**Koppers Announces Retirement of Chief Financial Officer Jimmi Sue Smith**  
***Bradley Pearce Elected as Interim Chief Financial Officer and Chief Accounting Officer***  
***Company Undergoing Search for Successor***

**PITTSBURGH, January 9, 2026** – Koppers Holdings Inc. (NYSE: KOP) today announced that Jimmi Sue Smith is retiring from her position as Chief Financial Officer effective January 5, 2026. Ms. Smith will continue to serve as Treasurer, as well as in an advisory role, to assist with a smooth transition through February 28, 2026. Bradley Pearce, Chief Accounting Officer, has been elected by the company's Board of Directors to act as interim Chief Financial Officer and Chief Accounting Officer while an external search is conducted to identify a permanent successor.

Ms. Smith has served as CFO of Koppers since January 2022, leading all aspects of the company's global finance and accounting, budgeting and forecasting, tax, and investor relations functions, along with advising on key strategic growth initiatives.

Mr. Pearce joined Koppers in 2006 and most recently served as Chief Accounting Officer since May 2019, overseeing the company's accounting, tax and external reporting functions, while also playing a critical role in key strategic initiatives. In addition, he serves as a member of the company's pension committee. Prior to joining Koppers, he held finance and treasury-related roles in the private sector as well as working with U.S. multinational companies during his time in public accounting. Mr. Pearce holds a bachelor's degree in Accounting from Grove City College.

Chief Executive Officer Leroy Ball said, "Jimmi Sue's impact on Koppers will continue to be felt long after her departure. Joining the company as VP of Finance and Treasurer just weeks before the COVID-19 pandemic, she quickly ascended to the CFO role and helped ensure we remained on solid footing during a perilous time. In addition to successfully optimizing the company's capital structure, she also spearheaded the effort to increase our emphasis on free cash flow improvement, resulting in more dollars being returned to shareholders in the last two years than at any point in company history.

"A tireless advocate for several non-profits, Jimmi Sue's work in the community provided a shining example for all Koppers employees to follow. On behalf of our Board and senior management team, I want to thank Jimmi Sue for her contributions to Koppers and wish her happiness as she embarks on her next chapter."

Ms. Smith led and contributed to initiatives that drove meaningful cost savings across the organization as part of Catalyst, Koppers enterprise-wide transformation process. In her role, she also actively engaged with capital markets, including institutional equity and debt investors, as well as managed the company's financing activities, balance sheet and liquidity. Among her many accomplishments, she guided the team in securing a 7-year, \$400 million senior secured Term Loan B, which was subsequently refinanced and upsized, and most recently extended Koppers revolving credit facility maturity date from 2025 to 2030 to enhance financial flexibility and strengthen the company's capital position.

"It has been an honor to serve as Koppers CFO, to be part of such a storied company and to work alongside such an amazing group of people," said Ms. Smith. "I am immensely proud of everything the finance team has accomplished during my time at Koppers, including modernizing and improving our capital structure, upgrading our financial systems, and most importantly, reorganizing our work to better develop our talent and improve efficiency. While I look forward to retirement and the opportunity to spend more time with my family, I will miss working with my exceptional colleagues. I leave knowing that Koppers is well positioned for continued success."

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## **About Koppers**

Koppers (NYSE: KOP) is an integrated global provider of essential treated wood products, wood preservation technologies and carbon compounds. Our team of approximately 1,850 employees create, protect and preserve key elements of our global infrastructure – including railroad crossties, utility poles, outdoor wooden structures, and production feedstocks for steel, aluminum and construction materials, among others – applying decades of industry-leading expertise while constantly innovating to anticipate the needs of tomorrow. Together we are providing safe and sustainable solutions to enable rail transportation, keep power flowing, and create spaces of enjoyment for people everywhere. Protecting What Matters, Preserving The Future. Learn more at [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.

## **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, acquisitions, restructuring, declines in the value of Koppers assets and the effect of any related 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 “outlook,” “guidance,” “forecast,” “believe,” “anticipate,” “expect,” “estimate,” “may,” “will,” “should,” “continue,” “plan,” “potential,” “intend,” “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 other documents filed with the Securities and Exchange Commission, or in Koppers communications and discussions with investors and analysts in the normal course of business through meetings, phone calls and conference calls, regarding future dividends, expectations with respect to sales, earnings, cash flows, operating efficiencies, restructurings, cost reduction efforts, transformation initiatives, product introductions or expansions, 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, availability of and fluctuations in the prices of key raw materials, including coal tar, lumber and scrap copper; the impact of changes in commodity prices, such as oil, copper and chemicals, on product margins; the successful implementation of multi-year cost mitigation programs; the extent of the dependence of certain of our businesses on certain market sectors and customers; economic, political and environmental conditions in international markets, including governmental changes, tariffs, restrictions on trade and restrictions on the ability to transfer capital across countries; current and potential future tariffs or duties; 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; unexpected business disruptions; potential delays in timing or changes to expected benefits from cost reduction efforts; timing and results of any transformation initiatives, including estimates and assumptions related to the cost and the anticipated benefits of the transformation initiatives; potential impairment of our goodwill and/or long-lived assets; demand for Koppers goods and services; competitive conditions; capital market conditions, including interest rates, borrowing costs and foreign currency rate fluctuations; disruptions and inefficiencies in the supply chain; changes in laws; the impact of environmental laws and regulations and compliance therewith; 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 any subsequent filings by Koppers with the Securities and Exchange Commission. We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this release may not in fact occur. 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.