

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Dowd Joseph P</u> (Last) (First) (Middle) 436 SEVENTH AVENUE (Street) PITTSBURGH PA 15219 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Koppers Holdings Inc. [KOP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ X Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;">VP, Zero Harm</p>
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2024		M		25 ⁽¹⁾	A	\$0.00 ⁽¹⁾	38,255	D	
Common Stock	03/01/2024		F		800	D ⁽²⁾	\$52.97	37,455	D	
Common Stock	03/01/2024		M		3,805	A	\$44.1	41,260	D	
Common Stock	03/01/2024		S		3,579	D	\$53.3 ⁽³⁾	37,681	D	
Common Stock	03/01/2024		S		226	D	\$54.24 ⁽⁴⁾	37,455	D	
Common Stock	03/01/2024		M		4,396	A	\$41.6	41,851	D	
Common Stock	03/01/2024		S		4,070	D	\$53.3 ⁽³⁾	37,781	D	
Common Stock	03/01/2024		S		326	D	\$54.29 ⁽⁵⁾	37,455	D	
Common Stock	03/01/2024		M		5,813	A	\$26.63	43,268	D	
Common Stock	03/01/2024		S		5,271	D	\$53.27 ⁽³⁾	37,997	D	
Common Stock	03/01/2024		S		542	D	\$54.11 ⁽⁶⁾	37,455	D	
Common Stock	03/01/2024		S		486	D	\$54.07 ⁽⁷⁾	36,969	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Dividend Equivalent Rights	(8)	03/01/2024		M			25 ⁽⁸⁾	(8)	(8)	Common Stock	25	\$0.00	107	D	
Employee Stock Options (Rights to Buy)	\$44.1	03/01/2024		M			3,805	03/03/2018 ⁽⁹⁾	03/03/2027	Common Stock	3,805	\$0.00	956	D	
Employee Stock Options (Rights to Buy)	\$41.6	03/01/2024		M			4,396	03/02/2019 ⁽⁹⁾	03/02/2028	Common Stock	4,396	\$0.00	816	D	
Employee Stock Options (Rights to Buy)	\$26.63	03/01/2024		M			5,813	03/06/2020 ⁽⁹⁾	03/06/2029	Common Stock	5,813	\$0.00	1,716	D	

Explanation of Responses:

1. Represents shares acquired upon release of dividend equivalent rights ("DERs"), as reported in Table II, on a one-for-one basis.

2. Shares surrendered to the issuer by the reporting person as payment for the tax withholding related to the vesting of time-based restricted stock units ("RSUs").
3. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$53.00 to \$53.99 inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each price.
4. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$54.04 to \$54.51 inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each price.
5. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$54.07 to \$54.71 inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each price.
6. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$54.00 to \$54.51 inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each price.
7. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$54.00 to \$54.34 inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each price.
8. These DERs were released in connection with the vesting of RSUs granted on March 3, 2020. Each DER is the economic equivalent of one share of Koppers Holdings Inc. common stock.
9. Stock options vested in annual installments of 25 percent over four years.

/s/Stephanie L. Apostolou,
Attorney in Fact

03/05/2024

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.