SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Sullivan James A.	Koppers Holdings Inc. [KOP]	☐ Director ☐ 10% Owner ☑ Officer (give title below) ☐ Other (specify below) President and CTO
(Last) (First) (Middle) 436 SEVENTH AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2026	
(Street) PITTSBURGH PA 15219	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☑ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
(City) (State) (Zip)		

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[1]	02/26/2026		A		19,264	A	$0	178,520.738	D	
Common Stock	02/26/2026		M		466[2]	A	$0[2]	178,986.738	D	
Common Stock	02/26/2026		F		8,589	D	$37.24[3]	170,397.738	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	Title	Amount or Number of Shares				
Dividend Equivalent Rights	(4)	02/26/2026		A		466		(4)	(4)	Common Stock	466	$0	760	D	
Dividend Equivalent Rights	(5)	02/26/2026		M			466[5]	(5)	(5)	Common Stock	466	$0	294	D	

Explanation of Responses:

1. On January 4, 2023, the reporting person was granted performance share units ("PSUs") for which the performance criteria for the measurement period from January 1, 2023 through December 31, 2025 have been satisfied.

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

3. Shares surrendered to the issuer by the reporting person as payment for the tax withholding related to the vesting of PSUs.

4. The DERs accrued with respect to additional PSUs credited to the reporting person with respect to PSUs granted on January 4, 2023. Each DER is the economic equivalent of one share of Koppers Holdings Inc. common stock.

5. These DERs were released in connection with the vesting of PSUs granted on January 4, 2023. Each DER is the economic equivalent of one share of Koppers Holdings Inc. common stock.

Remarks:

/s/ Stephanie L. Apostolou, Attorney in Fact — 03/02/2026

** 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.