

OMB APPROVAL	
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**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>Pearce Bradley A</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/05/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year) 01/07/2022		

**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			

**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
Restricted Stock Units	(1)	01/05/2022		A		602 <sup>(2)</sup>		(3)	(3)	Common Stock	602	\$0.00	2,228 <sup>(4)</sup>	D	
Restricted Stock Units	(1)	01/05/2022		A		477 <sup>(5)</sup>		(6)	(6)	Common Stock	477	\$0.00	477	D	

**Explanation of Responses:**

- Restricted stock units represent the right to receive shares of common stock on a one-for-one basis and may be settled in cash or in shares of common stock.
- This Form 4 amendment is being filed to correct the number of performance share units awarded to the reporting person for the three-year performance period from January 1, 2019 through December 31, 2021.
- On March 6, 2019, the reporting person was granted performance share units for which the performance criteria for the three-year performance period from January 1, 2019 through December 31, 2021 have been satisfied.
- All of the restricted stock units reported here are subject to vesting based on the continued service of the reporting person through March 6, 2022, provided, however, in the event the reporting person undergoes eligible retirement prior to such date, then all units shall vest.
- This Form 4 amendment is being filed to correct the number of performance share units awarded to the reporting person for the one-year performance period from January 1, 2021 through December 31, 2021.
- On January 4, 2021, the reporting person was granted performance share units for which the performance criteria for the one-year performance period from January 1, 2021 through December 31, 2021 have been satisfied. All of the restricted stock units reported here are subject to vesting based on the continued service of the reporting person through January 5, 2024. If the Company's total shareholder return over the three-year period of January 1, 2021 through December 31, 2023 is negative, then the cumulative number of units that may vest for such three-year period will be capped at 150% of the target number.

**Remarks:**

/s/Stephanie L. Apostolou, 02/17/2022  
Attorney in Fact

\*\* 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.

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