

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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>ZUGAY MICHAEL</u>			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) <b>CFO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/03/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>436 SEVENTH AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>PA</u>	<u>15219</u>						
(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	03/03/2020		M		5,211	A	(1)	56,922	D	
Common Stock	03/03/2020		M		521	A	(1)	57,443	D	
Common Stock	03/03/2020		F <sup>(2)</sup>		2,391	D	\$19.63	55,052	D	
Common Stock <sup>(3)</sup>	03/03/2020		A		521	A	\$0.00	55,573	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				
Restricted Stock Units	(1)	03/03/2020		M		5,211		(4)	(4)	Common Stock	5,211	\$0.00	0	D	
Restricted Stock Units	(1)	03/03/2020		M		521		(5)	(5)	Common Stock	521	\$0.00	521	D	
Employee Stock Options (Right to Buy)	\$19.63	03/03/2020		A		17,896		(6)	03/03/2030	Common Stock	17,896	\$0.00	17,896	D	

**Explanation of Responses:**

- Restricted stock units convert into common stock on a one-for-one basis.
- Shares surrendered to the issuer by the reporting person as payment for tax withholding related to the vesting of time-based restricted stock units and performance share units.
- The reporting person was awarded time-based restricted stock units on March 3, 2020, which will vest in annual installments of 25 percent over four years.
- Represents previously granted performance share units for which the performance criteria for the three-year performance period from January 1, 2017 through December 31, 2019 have been satisfied, as reported in the reporting person's Form 4 filed on February 13, 2020, as amended on February 18, 2020.
- On March 3, 2017, the reporting person was granted restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.
- The reporting person was granted stock options on March 3, 2020, which will vest in annual installments of 25 percent over four years.

**Remarks:**

/s/Stephanie L. Apostolou,  
Attorney in Fact 03/05/2020

\*\* 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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