

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

Current Report

**Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934**

May 11, 2006
Date of Report (Date of earliest event reported)

KOPPERS HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Pennsylvania
**(State or other jurisdiction of
incorporation or organization)**

1-32737
(Commission File Number)

20-1878963
**(I.R.S. Employer
Identification No.)**

**436 Seventh Avenue
Pittsburgh, Pennsylvania 15219**
(Address of principal executive offices)

(412) 227-2001
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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:

- 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))

Item 2.02 Results of Operations and Financial Condition.

On May 11, 2006 we issued a press release announcing first quarter 2006 results. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01 Financial Statement and Exhibits.

(c) Exhibits. The following exhibit is filed herewith:

99.1 Press Release dated May 11, 2006

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: May 11, 2006

KOPPERS HOLDINGS INC.

By: /s/ Brian H. McCurrie

Brian H. McCurrie

Vice President and Chief Financial Officer



Koppers Holdings Inc.
436 Seventh Avenue
Pittsburgh, PA 15219-1800
Tel 412 227 2001
www.koppers.com

News Release

FOR IMMEDIATE RELEASE

For Information: Brian H. McCurrie, Vice President and Chief Financial Officer
412 227 2153
McCurrieBH@koppers.com

Koppers Holdings Inc. Reports First Quarter 2006 Results

PITTSBURGH, May 11, 2006 – Koppers Holdings Inc. (NYSE: KOP) sales for the quarter ended March 31, 2006 were \$264.6 million as compared to \$232.0 million for the prior year quarter. The increase in sales of \$32.6 million or 14% is a result of higher sales in the Railroad & Utility Products segment of \$22.3 million or 25% driven primarily by strong product demand in the U.S. railroad market and \$10.3 million or 7% of increased sales in the global Carbon Materials & Chemicals business.

The net loss for the quarter ended March 31, 2006 was \$6.0 million, which included charges totaling \$11.5 million primarily relating to the company's first quarter initial public offering, plant closures and restructuring. Adjusted net income, after excluding such charges, was \$5.5 million for the quarter as compared to net income of \$0.6 million in 2005. A reconciliation of adjusted net income to net income is attached to this report.

Basic earnings (loss) per share were (\$0.41) for the first quarter of 2006 compared to \$0.18 per share in the prior year period. Adjusted basic earnings per share (using adjusted net income of \$5.5 million for 2006 and actual shares outstanding of 20,656,383 at March 31, 2006 for both years) were \$0.27 per share for 2006 compared to \$0.03 per share in the prior year.

Adjusted EBITDA through March 31, 2006, before charges totaling \$4.5 million relating primarily to the company's first quarter initial public offering, plant closures and restructuring, was \$28.5 million compared to \$23.2 million in 2005. The increase was primarily from higher volumes and margins. A reconciliation of adjusted EBITDA to EBITDA and EBITDA to net income is attached to this report.

Commenting on the quarter, President and CEO, Walter W. Turner said, "We are very pleased with the results for our first quarter as the company's sales and margins exceeded projections. The growth in sales and margins caused adjusted EBITDA to increase to \$28.5 million compared to \$23.2 million in 2005. As we move forward in 2006, we continue to be optimistic about the growth opportunities that we see in our core aluminum and railroad markets. We continue to be focused on improving profits as evidenced by the acquisition of the Reilly coal tar assets and the closure of a wood treating facility in North America in the second quarter of 2006, and the initiation of a major carbon black plant expansion in Australia in the first quarter of 2006. We are a shareholder-driven company, which is focused on providing shareholders with an above-average return on investment. We believe we

can deliver on these goals through our strategy of providing our customers with the highest quality products and services while continuing to focus on safety, health and environmental issues.”

About Koppers

Koppers, with corporate headquarters and a research center in Pittsburgh, Pennsylvania, is a global integrated producer of carbon compounds and treated wood products. Including its joint ventures, Koppers operates facilities in the United States, United Kingdom, Denmark, Australia, China, the Pacific Rim and South Africa. The stock of Koppers Holdings Inc. is publicly traded on the New York Stock Exchange under the symbol “KOP”. For more information, visit us on the Web: www.koppers.com. Questions concerning investor relations should be directed to Brian H. McCurrie at 412 227 2153 or Michael W. Snyder at 412-227-2131.

Koppers management expects to conduct a conference call tomorrow, Friday, May 12, 2006, beginning at 11:00 AM EDT to discuss the company’s performance. Interested parties may access the live audio broadcast by dialing 888 810 0248 in the US/Canada or 706 643 9697 for International, Conference ID number 8906934. Investors are requested to access the call at least five minutes before the scheduled start time in order to complete a brief registration. An audio replay will be available two hours after the call’s completion at 800 642 1687 or 706 645 9291, Conference ID number 8906934. The recording will be available for replay through June 12, 2006.

This news release may contain forward-looking statements based on management’s current expectations, estimates and projections. All statements that address expectations or projections about the future, including statements about the company’s strategy for growth, product development, market position, expected expenditures and financial results are forward-looking statements. Some of the forward-looking statements may be identified by words like “expects,” “anticipates,” “plans,” “intends,” “projects,” “indicates,” and similar expressions. These statements are not guarantees of future performance and involve a number of risks, uncertainties and assumptions. Many factors, including those discussed more fully elsewhere in this release and in documents filed with the Securities and Exchange Commission by Koppers, particularly its latest annual report on Form 10-K and quarterly report on Form 10-Q, as well as others, could cause results to differ materially from those stated. These factors include, but are not limited to, changes in the laws, regulations, policies and economic conditions, including inflation, interest and foreign currency exchange rates, of countries in which the Company does business; competitive pressures; the loss of one or more key customer or supplier relationships; customer insolvencies; successful integration of structural changes, including restructuring plans, acquisitions, divestitures and alliances; cost of raw materials; and other economic, business, competitive, regulatory and/or operational factors affecting the business of Koppers generally.

Attachments

Koppers Holdings Inc.**Consolidated Statement of Operations**
(In millions except per share amounts)

| | Three Months Ended March 31, | |
|--|------------------------------------|---------------|
| | <u>2006</u> | <u>2005</u> |
| | <i>(Unaudited)</i> | |
| Net sales | \$ 264.6 | \$ 232.0 |
| Operating expenses: | | |
| Cost of sales | 221.7 | 193.8 |
| Depreciation and amortization | 7.8 | 8.0 |
| Selling, general and administrative | 19.1 | 15.4 |
| Total operating expenses | <u>248.6</u> | <u>217.2</u> |
| Operating profit | 16.0 | 14.8 |
| Other income | 0.2 | 0.4 |
| Income before interest expense, income taxes and minority interest | 16.2 | 15.2 |
| Interest expense | 26.9 | 12.5 |
| Income (loss) before income taxes and minority interest | (10.7) | 2.7 |
| Income taxes | (4.9) | 1.2 |
| Minority interest | 0.2 | 0.9 |
| Net income (loss) | <u>\$ (6.0)</u> | <u>\$ 0.6</u> |
| Earnings (loss) per share: | | |
| Net income (loss): | | |
| Basic earnings (loss) per share | \$(0.41) | \$.18 |
| Diluted earnings (loss) per share | \$(0.41) | \$.04 |
| Weighted average shares outstanding—Basic | <u>14.6</u> | <u>3.0</u> |
| Weighted average shares outstanding—Diluted | <u>14.6</u> | <u>12.5</u> |
| Dividends declared per common share | <u>\$ 0.79</u> | <u>\$ —</u> |

Koppers Holdings Inc.
Condensed Consolidated Balance Sheet
(In millions)

| | March 31, 2006 <i>(Unaudited)</i> | December 31, 2005 |
|---|---|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 25.4 | \$ 26.1 |
| Accounts receivable less allowance for doubtful accounts of \$0.6 in 2006 and \$0.7 in 2005 | 124.6 | 118.7 |
| Inventories: | | |
| Raw materials | 79.6 | 73.7 |
| Work in process | 2.7 | 3.4 |
| Finished goods | 61.6 | 61.8 |
| LIFO reserve | (19.5) | (18.9) |
| Total inventories | 124.4 | 120.0 |
| Deferred tax benefit | 18.4 | 18.4 |
| Other | 7.4 | 7.7 |
| Total current assets | 300.2 | 290.9 |
| Equity in non-consolidated investments | 3.0 | 3.0 |
| Fixed assets | 515.3 | 512.1 |
| Less: accumulated depreciation | (365.4) | (359.7) |
| Net fixed assets | 149.9 | 152.4 |
| Goodwill | 35.6 | 35.7 |
| Deferred tax benefit | 41.2 | 38.7 |
| Other assets | 25.9 | 31.1 |
| Total assets | \$ 555.8 | \$ 551.8 |

Koppers Holdings Inc.

Condensed Consolidated Balance Sheet

(In millions except share amounts)

| | March 31, 2006 <i>(Unaudited)</i> | December 31, 2005 |
|--|---|----------------------|
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 79.1 | \$ 77.5 |
| Dividend payable | 2.7 | — |
| Accrued liabilities | 63.8 | 71.2 |
| Revolving credit | — | 5.7 |
| Current portion of term loans | 4.8 | 4.8 |
| Total current liabilities | <u>150.4</u> | <u>159.2</u> |
| Long-term debt: | | |
| Revolving credit | 46.4 | 35.0 |
| Term loans | 20.2 | 14.0 |
| Senior Secured Notes due 2013 | 218.3 | 320.0 |
| Senior Discount Notes due 2014 | 143.3 | 139.9 |
| Total long-term debt | <u>428.2</u> | <u>508.9</u> |
| Other long-term liabilities | <u>77.2</u> | <u>78.4</u> |
| Total liabilities | <u>655.8</u> | <u>746.5</u> |
| Minority interest | 12.2 | 12.0 |
| Stockholders' equity (deficit): | | |
| Senior Convertible Preferred Stock, \$.01 par value per share; 10,000,000 shares authorized; 0 shares issued in 2006 and 2,288,481 shares issued in 2005 | — | — |
| Common stock, \$.01 par value per share; 40,000,000 shares authorized, 20,736,522 shares issued in 2006 and 2,945,293 shares issued in 2005 | 0.2 | — |
| Capital in excess of par value | 121.7 | 10.4 |
| Receivable from Director for purchase of common stock | (0.6) | (0.6) |
| Retained (deficit) | <u>(217.1)</u> | <u>(200.7)</u> |
| Accumulated other comprehensive income (loss): | | |
| Foreign currency translation adjustment | 4.7 | 5.3 |
| Minimum pension liability, net of tax | <u>(20.1)</u> | <u>(20.1)</u> |
| Total accumulated other comprehensive loss | <u>(15.4)</u> | <u>(14.8)</u> |
| Treasury stock, at cost, 80,139 shares in 2006 and 22,331 shares in 2005 | <u>(1.0)</u> | <u>(1.0)</u> |
| Total stockholders' (deficit) | <u>(112.2)</u> | <u>(206.7)</u> |
| Total liabilities and stockholders' (deficit) | <u>\$ 555.8</u> | <u>\$ 551.8</u> |

KOPPERS HOLDINGS INC.
RECONCILIATION OF NET INCOME AND ADJUSTED NET INCOME
(In millions)

| | Quarters Ended March 31, | |
|---|-----------------------------|--------|
| | 2006 | 2005 |
| | <i>(Unaudited)</i> | |
| Net income (loss) | \$ (6.0) | \$ 0.6 |
| Charges impacting pre-tax income ⁽¹⁾ | | |
| Plant closings and restructuring | 1.3 | 0.0 |
| Grenada verdict | 0.2 | 0.0 |
| Saratoga advisory services contract buyout | 3.0 | 0.0 |
| Call premium on bonds | 10.1 | 0.0 |
| Bond consent fees and deferred financing write-off | 4.3 | 0.0 |
| Total charges above impacting pre-tax income | 18.9 | 0.0 |
| Charges impacting net income, net of tax benefit at 39% | 11.5 | 0.0 |
| Adjusted net income | \$ 5.5 | \$ 0.6 |

- (1) Cost of sales for 2006 includes \$0.9 million for restructuring and related charges associated with plant closures and asset impairments and \$0.2 million for the Grenada verdict. S,G&A for 2006 includes \$3.0 million for the buyout of the Saratoga advisory services contract and \$0.4 million for severance charges. Interest expense includes \$10.1 million for call premium, \$1.1 million for bond consent fees and \$3.2 million for write-off of deferred financing costs.

RECONCILIATION OF EBITDA AND ADJUSTED EBITDA
(In millions)

| | Quarters Ended March 31, | |
|--|-----------------------------|---------|
| | 2006 | 2005 |
| | <i>(Unaudited)</i> | |
| Net income (loss) | \$ (6.0) | \$ 0.6 |
| Interest expense | 26.9 | 12.5 |
| Depreciation and amortization | 7.8 | 8.0 |
| Income taxes | (4.9) | 1.2 |
| EBITDA | 23.8 | 22.3 |
| Minority interest | 0.2 | 0.9 |
| EBITDA excluding minority interest | 24.0 | 23.2 |
| Charges impacting EBITDA ⁽¹⁾ | | |
| Plant closings and restructuring | 1.3 | 0.0 |
| Grenada verdict | 0.2 | 0.0 |
| Saratoga advisory services contract buyout | 3.0 | 0.0 |
| Adjusted EBITDA with minority interest and excluding above charges | \$28.5 | \$ 23.2 |

- (1) Cost of sales for 2006 includes \$0.9 million for restructuring and related charges associated with plant closures and asset impairments and \$0.2 million for the Grenada verdict. S,G&A for 2006 includes \$3.0 million for the buyout of the Saratoga advisory services contract and \$0.4 million for severance charges.

Koppers believes that adjusted net income and adjusted EBITDA provide information useful to investors in understanding the underlying operational performance of the company, its business and performance trends and facilitate comparisons between periods and with other corporations in similar industries. The exclusion of certain items permits evaluation and a comparison of results for ongoing business operations, and it is on this basis that Koppers management internally assesses the company's performance.

Although Koppers believes that these non-GAAP financial measures enhance investors' understanding of its business and performance, these non-GAAP financial measures should not be considered an alternative to GAAP basis financial measures.