

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>ZUGAY MICHAEL</u>  (Last) (First) (Middle) <u>436 SEVENTH AVENUE</u>  (Street) <u>PITTSBURGH PA 15219</u>  (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>CFO and Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/11/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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)	02/11/2020		A		5,211		(2)	(2)	Common Stock	5,211	\$0.00	5,211	D	
Restricted Stock Units	(1)	02/11/2020		A		6,118		(3)	(3)	Common Stock	6,118	\$0.00	6,118	D	

**Explanation of Responses:**

1. 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.
2. 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.
3. On March 6, 2019, the reporting person was granted performance shares units for which the performance criteria for the one-year performance period from January 1, 2019 through December 31, 2019 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, 2020. Fifty percent (50%) of such restricted stock units are subject to an additional vesting requirement, such that they will vest on March 6, 2022 so long as the absolute total shareholder return of the common stock for the three-year performance period from January 1, 2019 through December 31, 2021 is not negative.

**Remarks:**

/s/ Stephanie L. Apostolou,  
Attorney-in-Fact 02/13/2020

\*\* 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.

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.

KOPPERS HOLDINGS INC.  
Limited Power of Attorney  
SECTION 16a FILINGS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Stephanie L. Apostolou and Bradley A. Pearce, signing singly, the undersigneds true and lawful attorney in fact to

1 Execute for and on behalf of the undersigned, in the undersigneds capacity as an officer, director and or stockholder of Koppers Holdings Inc. the Company, Forms 3, 4, and 5 and amendments thereto in accordance with Section 16a of the Securities Exchange Act of 1934 and the rules thereunder;

2 Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or amendment thereto including, but not limited to, executing a Form ID and or Authentication Document, and timely file such forms or documents with the United States Securities and Exchange Commission the SEC and any stock exchange or similar authority; and

3 Take any other action of any type whatsoever which, in the opinion of such attorney in fact, may be necessary or desirable in connection with the foregoing authority, it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in facts substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys in fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigneds responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigneds holdings of and transaction in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys in fact. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of January 2020.

Michael J. Zugay  
Print Name of Reporting Person or Entity

/s/ Michael J. Zugay