

**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>Sullivan James 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 Officer (give title below) Other (specify below)  X President and COO
	3. Date of Earliest Transaction (Month/Day/Year) 03/05/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	03/05/2024		M		5,677	A	\$44.1	116,868.738	D	
Common Stock	03/05/2024		S		525	D	\$52.96 <sup>(1)</sup>	116,343.738	D	
Common Stock	03/05/2024		S		5,052	D	\$53.45 <sup>(2)</sup>	111,291.738	D	
Common Stock	03/05/2024		S		100	D	\$54.01	111,191.738	D	
Common Stock	03/05/2024		M		8,680	A	\$41.6	119,871.738	D	
Common Stock	03/05/2024		S		938	D	\$52.95 <sup>(3)</sup>	118,933.738	D	
Common Stock	03/05/2024		S		7,446	D	\$53.46 <sup>(4)</sup>	111,487.738	D	
Common Stock	03/05/2024		S		296	D	\$54.03 <sup>(5)</sup>	111,191.738	D	
Common Stock	03/05/2024		M		6,959	A	\$19.63	118,150.738	D	
Common Stock	03/05/2024		S		830	D	\$52.91 <sup>(6)</sup>	117,320.738	D	
Common Stock	03/05/2024		S		5,829	D	\$53.46 <sup>(7)</sup>	111,491.738	D	
Common Stock	03/05/2024		S		300	D	\$54.01 <sup>(8)</sup>	111,191.738	D	
Common Stock	03/05/2024		M		10,112	A	\$29.84	121,303.738	D	
Common Stock	03/05/2024		S		1,245	D	\$52.93 <sup>(9)</sup>	120,058.738	D	
Common Stock	03/05/2024		S		8,367	D	\$53.45 <sup>(10)</sup>	111,691.738	D	
Common Stock	03/05/2024		S		500	D	\$54.04 <sup>(11)</sup>	111,191.738	D	
Common Stock	03/05/2024		M		5,779	A	\$32.19	116,970.738	D	
Common Stock	03/05/2024		S		765	D	\$52.91 <sup>(12)</sup>	116,205.738	D	
Common Stock	03/05/2024		S		4,614	D	\$53.39 <sup>(13)</sup>	111,591.738	D	
Common Stock	03/05/2024		S		400	D	\$54.01 <sup>(14)</sup>	111,191.738	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
Employee Stock Options (Rights to Buy)	\$44.1	03/05/2024		M		5,677	03/03/2018 <sup>(15)</sup>	03/03/2027	Common Stock	5,677	\$0.00	0	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				
Employee Stock Options (Rights to Buy)	\$41.6	03/05/2024		M			8,680	03/02/2019 <sup>(15)</sup>	03/02/2028	Common Stock	8,680	\$0.00	0	D	
Employee Stock Options (Rights to Buy)	\$19.63	03/05/2024		M			6,959	03/03/2021 <sup>(15)</sup>	03/03/2030	Common Stock	6,959	\$0	0	D	
Employee Stock Options (Rights to Buy)	\$29.84	03/05/2024		M			10,112	01/04/2022 <sup>(15)</sup>	01/04/2031	Common Stock	10,112	\$0	4,750	D	
Employee Stock Options (Rights to Buy)	\$32.19	03/05/2024		M			5,779	01/04/2023 <sup>(15)</sup>	01/04/2032	Common Stock	5,779	\$0	7,324	D	

**Explanation of Responses:**

- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.72 to \$52.98 inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.95, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.62 to \$52.99, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.98 inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.00 to \$54.09, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.61 to \$52.96, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.95, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.01 to \$54.02, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.71 to \$52.99, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.95, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.00 to \$54.17, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.61 to \$52.99, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.93, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.00 to \$54.03, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- Stock options vested in annual installments of 25 percent over four years.

/s/Stephanie L. Apostololu,  
Attorney in Fact

03/07/2024

\*\* 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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