

NIELSEN CHRISTIAN A  
 Form 4  
 March 06, 2018

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 NIELSEN CHRISTIAN A

(Last) (First) (Middle)

436 SEVENTH AVENUE

(Street)

PITTSBURGH, PA 15219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Koppers Holdings Inc. [KOP]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/02/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

VP, European Operations

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 03/02/2018                           |  | A                              | V 1,345 A \$ 0  | 11,601  | D  |                                   |
| Common Stock                    | 03/02/2018                           |  | M                              | 286 A \$ 0 (1)  | 11,887  | D  |                                   |
| Common Stock                    | 03/02/2018                           |  | A                              | 15,854 A (2) \$ 0   | 27,741  | D  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

**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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Options (Rights to Buy)     | \$ 41.6  | 03/02/2018                           |  | A                              | 5,134   | <u>(3)</u> 03/02/2028                                    | Common Stock  | 5,134                         |
| Restricted Stock Units                     | <u>(1)</u>   | 03/02/2018                           |  | M                              | 286   | <u>(4)</u> <u>(4)</u>                                    | Common Stock  | 286                           |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships   |
|---|---|
| NIELSEN CHRISTIAN A<br>436 SEVENTH AVENUE<br>PITTSBURGH, PA 15219 | Director 10% Owner Officer<br>VP, European Operations |

## Signatures

/s/Steven R. Lacy,  
Attorney-in-Fact

03/06/2018

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Restricted stock units convert into common stock on a one-for-one basis.

(2) Represents previously granted performance share units for which the performance criteria for the three-year performance period of 2015 through 2017 have been satisfied.

(3) The reporting person was granted stock options on March 2, 2018, which will vest in four equal annual installments, with the first installment vesting on March 2, 2019.

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- (4) 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.

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