

Koppers Holdings Inc.  
Form 4  
March 07, 2017

**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 \*  
**BALL M LEROY**

(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)  
03/03/2017

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)  
President and CEO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/03/2017		F		2,036.256	D	\$ 44.1
							60,523.2224

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	03/03/2017		A	9,070	(3)	(3)	Common Stock	9,070
Employee Stock Options (Rights to Buy)	\$ 44.1	03/03/2017		A	33,519	(4)	03/02/2027	Common Stock	33,519

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALL M LEROY 436 SEVENTH AVENUE PITTSBURGH, PA 15219	X		President and CEO	

## Signatures

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

03/07/2017

\*\*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) Shares surrendered to the issuer by the reporting person as payment for tax withholding related to the vesting of time-based restricted stock units ("RSUs").
- (2) Each RSU represents a contingent right to receive one share of Koppers Holdings Inc. common stock (the "Common Stock"), or its equivalent cash value.  
The reporting person was granted RSUs on March 3, 2017 under the Koppers Holdings Inc. 2005 Long Term Incentive Plan, as Amended and Restated. RSUs vest in four equal annual installments, with the first installment vesting on March 3, 2018. Upon vesting, the RSUs will be paid out in whole shares of Common Stock or cash as may be determined by the Company.
- (3) The reporting person was granted RSUs on March 3, 2017 under the Koppers Holdings Inc. 2005 Long Term Incentive Plan, as Amended and Restated. RSUs vest in four equal annual installments, with the first installment vesting on March 3, 2018. Upon vesting, the RSUs will be paid out in whole shares of Common Stock or cash as may be determined by the Company.
- (4) The reporting person was granted stock options on March 3, 2017, which will vest in four equal annual installments, with the first installment vesting on March 3, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.