
**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**

Date of Report (Date of earliest event reported): September 10, 2018

KOPPERS HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction
of incorporation)

1-32737
(Commission
File Number)

20-1878963
(IRS Employer
Identification No.)

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

15219
(Zip Code)

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

Not Applicable
(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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 10, 2018, the Board of Directors of Koppers Holdings Inc. (the “Company”) increased the size of the Board of Directors from eight to 11 directors and elected Traci Jensen, David L. Motley and Sonja M. Wilkerson as directors of the Company. The committees on which Mmes. Jensen and Wilkerson and Mr. Motley will serve have not been determined. Mmes. Jensen and Wilkerson and Mr. Motley will receive compensation for their services as non-employee directors in accordance with the Company’s standard compensatory arrangement described in the Company’s definitive Proxy Statement for its 2018 Annual Meeting under the caption “Director Compensation” filed pursuant to Regulation 14A with the Securities and Exchange Commission on March 29, 2018. Pursuant to such compensatory arrangement Mmes. Jensen and Wilkerson and Mr. Motley each received an equity award of 1,768 shares of common stock upon election.

Ms. Jensen currently serves as Senior Vice President, Global Construction Adhesives, at H.B. Fuller Company, a global adhesives manufacturer based out of St. Paul, Minnesota, where Ms. Jensen has held various roles since 2009. Mr. Motley is currently a General Partner with BlueTree Venture Fund, a venture fund based in Pittsburgh, Pennsylvania, and is also a director of F.N.B. Corporation, a public financial services corporation. Ms. Wilkerson currently serves as the Senior Vice President, Human Resources, at Infinera Corporation, a vertically integrated packet-optical solutions provider, serving the largest network operators in the world. Prior to her current position, Ms. Wilkerson served as Vice President, Human Resources, at Hewlett Packard Enterprise, and Director, Human Resources, at Cisco Systems.

Under the age restriction criteria of the company’s corporate governance guidelines, Cynthia A. Baldwin and T. Michael Young will be ineligible for re-election at our 2019 Annual Meeting and they will retire from the Board of Directors as of the 2019 Annual Meeting date. It is anticipated that the size of the Board of Directors will be reduced from 11 to nine directors at such time.

The Company issued a press release on September 11, 2018 regarding the election of Mmes. Jensen and Wilkerson and Mr. Motley as directors. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is furnished herewith:

99.1 [Press Release dated September 11, 2018](#)

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: September 11, 2018

KOPPERS HOLDINGS INC.

By: /s/ Steven R. Lacy
Steven R. Lacy
Chief Administrative Officer, General Counsel and
Secretary

Koppers Holdings Inc.
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Pittsburgh, PA 15219-1800
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News Release

FOR IMMEDIATE RELEASE

For Information: Michael J. Zugay, Chief Financial Officer
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Koppers Expands Board with Election of New Directors ***Names Traci Jensen, David Motley and Sonja Wilkerson to its Board***

PITTSBURGH, PA – September 11, 2018 – Koppers Holdings Inc. (NYSE: KOP) today announced that it has increased the size of its Board of Directors from eight to 11 directors and as part of its board succession process has elected Traci Jensen, David L. Motley and Sonja M. Wilkerson as directors of the company, effective September 10, 2018.

Ms. Jensen currently serves as Senior Vice President, Global Construction Adhesives, at H.B. Fuller Company, a global adhesives manufacturer based out of St. Paul, Minnesota, where Ms. Jensen has held various roles since 2009. Highly experienced in international operations within the chemicals industry, Ms. Jensen has had leadership responsibilities in areas such as manufacturing, sales, marketing, research and development, and human resources. Additionally, she serves on the board of H.B. Fuller Foundation and previously served as Executive Committee Chairman on the Adhesives and Sealants Council. Ms. Jensen earned her Bachelor of Arts degree in Chemistry from Indiana University and a Masters of Business Administration from the University of Kansas.

Mr. Motley is currently a General Partner with BlueTree Venture Fund, a venture fund based in Pittsburgh, Pennsylvania, and is also a director of F.N.B. Corporation, a public financial services corporation. During his career, he has served in various leadership roles involving strategic planning, business group management, mergers and acquisitions, and corporate portfolio management. With more than 30 years of experience in consulting with executive management across multiple industries, he has been instrumental in developing corporate diversity initiatives in the U.S. and has also served as a director on various non-profit charitable and educational organizations. Mr. Motley graduated with honors from the University of Pittsburgh with a Bachelor of Science in Mechanical Engineering and holds a Master of Business Administration degree from Harvard University.

Ms. Wilkerson currently serves as the Senior Vice President, Human Resources, at Infinera Corporation, a vertically integrated packet-optical solutions provider, serving the largest network operators in the world. Prior to her current position, Ms. Wilkerson served as Vice President, Human Resources, at Hewlett Packard Enterprise, and Director, Human Resources, at Cisco Systems. She brings years of global and diverse experience having served as a Vice President of Administration, responsible for human resources, information technology and facilities management for both domestic and international operations. In addition, she has led merger integration activities and successfully managed the joining of diverse international cultures. Ms. Wilkerson earned a Bachelor of Science degree in Organizational Behavior and a Masters of Business Administration in International Management from the University of San Francisco, and holds a Masters of Science degree in Technology Management from Pepperdine University.

Chairman of the Board David M. Hillenbrand commented, "We are delighted to welcome Traci, David and Sonja, three outstanding individuals, to our board. Each brings a different background that will add to the diversity of skills and experiences that will strengthen our board even further and serve our varied stakeholders well. We look forward to their contributions as the board continues to work with the management team on advancing the company's strategy to create long-term shareholder value through its leadership position in wood treatment technologies."

President and CEO Leroy M. Ball added, "We are fortunate to gain the depth and diversity of experience that is represented by the election of these accomplished leaders to our Board of Directors. On a personal level, I am pleased to add three quality executives to an already talented board that I and our management team can turn to for guidance and perspective as we manage the ever-increasing challenges that global businesses like ours face today."

Under the age restriction criteria of the company's corporate governance guidelines, Cynthia A. Baldwin and T. Michael Young will not be eligible for re-election at Koppers 2019 Annual Meeting and they will retire from the Board of Directors as of the 2019 Annual Meeting date. It is anticipated that the size of the Board will be reduced from 11 to nine directors at such time.

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About Koppers

Koppers, with corporate headquarters in Pittsburgh, Pennsylvania, is an integrated global provider of treated wood products, wood treatment chemicals and carbon compounds. Our products and services are used in a variety of niche applications in a diverse range of end-markets, including the railroad, specialty chemical, utility, residential lumber, agriculture, aluminum, steel, rubber, and construction industries. Including our joint ventures, we serve our customers through a comprehensive global manufacturing and distribution network, with facilities located in North America, South America, Australasia, China and Europe. The stock of Koppers Holdings Inc. is publicly traded on the New York Stock Exchange under the symbol "KOP." For more information, visit our website at: www.koppers.com. Questions concerning investor relations should be directed to Ms. Quynh McGuire at 412 227 2049 or Mr. Michael Zugay at 412 227 2231.