Fenwick Douglas J Form 4 March 06, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: January 31, Expires:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

may continue.

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 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * Fenwick Douglas J

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

Koppers Holdings Inc. [KOP] 3. Date of Earliest Transaction

(Check all applicable)

436 SEVENTH AVENUE

(Month/Day/Year) 03/02/2018

Director 10% Owner X_ Officer (give title Other (specify

below) VP, Performance Chemicals

4. If Amendment, Date 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

PITTSBURGH, PA 15219

(City)

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ities Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	03/02/2018		A	1,632	A	\$0	5,856	D	
Common Stock	03/02/2018		M	294	A	\$ 0 (1)	6,150	D	
Common Stock	03/02/2018		F	97	D (2)	\$ 41.6	6,053 (3)	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. Transact Code (Instr. 8)	5. Number ionof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	Pate	7. Title and Underlying S (Instr. 3 and	Securities
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Rights to Buy)	\$ 41.6	03/02/2018		A	6,231	<u>(4)</u>	03/02/2028	Common Stock	6,231
Restricted Stock Units	(1)	03/02/2018		M	294	<u>(5)</u>	<u>(5)</u>	Common Stock	294

Reporting Owners

D (O N / A 1 1	Relationships
Reporting Owner Name / Address	•

Director 10% Owner Officer Other

Fenwick Douglas J 436 SEVENTH AVENUE

PITTSBURGH, PA 15219

VP, Performance Chemicals

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) Shares surrendered to the issuer by the reporting person as payment for the tax withholding related to the vesting of time-based restricted stock units.
- (3) Includes 458 shares of Koppers Holdings Inc. common stock acquired pursuant to the Koppers Holdings Inc. Employee Stock Purchase Plan ("ESPP") as of December 29, 2017, the date of the latest available statement of the reporting person's ESPP Holdings. These

Reporting Owners 2

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acquisitions were exempt under both Rule 16b-3(c) and Rule 16b-3(d).

- (4) 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.
- (5) 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.

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.