

Koppers Holdings Inc.  
Form 8-K  
May 03, 2019

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): May 3, 2019

KOPPERS HOLDINGS INC.

(Exact name of registrant as specified in its charter)

|  |              |                |
|--|--------------|----------------|
| Pennsylvania                             | 1-32737      | 20-1878963     |
| (State or other jurisdiction             | (Commission  | (IRS Employer  |
| of incorporation)                        | File Number) | Identification |
| 436 Seventh Avenue                       |              | No.)           |
| Pittsburgh, Pennsylvania                 |              | 15219          |
| (Address of principal executive offices) |              | (Zip Code)     |

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

Not Applicable

(Former name or former address, if changed since last report)

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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.

Securities registered pursuant to Section 12(b) of the Act.

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------|-------------------|---|
| Common Stock        | KOP               | The New York Stock Exchange               |

Item 2.02 Results of Operations and Financial Condition.

On May 3, 2019 we issued a press release announcing first quarter 2019 results. A copy of the press release is included in this Current Report on Form 8-K as Exhibit 99.1 and is furnished herewith.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Koppers Holdings Inc. (the “Company”) held its Annual Meeting on May 2, 2019. Three matters were considered and voted upon at the Annual Meeting: (1) the election of eight persons to serve on our board of directors; (2) an advisory resolution to approve executive compensation; and (3) the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2019.

Election of Directors: Nominations of Leroy M. Ball, Jr., Sharon Feng, Ph.D., Traci L. Jensen, David L. Motley, Albert J. Neupaver, Louis L. Testoni, Stephen R. Tritch and Sonja M. Wilkerson to serve as directors for one-year terms expiring in 2020 were considered and all nominees were elected. All nominees received a majority of votes cast. The final voting results are as follows:

| Nominees           | For        | Against | Abstain | Broker Non-Votes |
|--------------------|------------|---------|---------|------------------|
| Leroy M. Ball, Jr. | 16,948,938 | 27,364  | 2,873   | 1,775,371        |
| Sharon Feng, Ph.D. | 16,911,120 | 65,742  | 2,873   | 1,775,371        |
| Traci L. Jensen    | 16,937,905 | 38,857  | 2,413   | 1,775,371        |
| David L. Motley    | 16,936,684 | 40,478  | 2,013   | 1,775,371        |
| Albert J. Neupaver | 16,919,695 | 57,467  | 2,013   | 1,775,371        |
| Louis L. Testoni   | 16,922,894 | 54,268  | 2,013   | 1,775,371        |
| Stephen R. Tritch  | 16,847,864 | 128,798 | 2,513   | 1,775,371        |
| Sonja M. Wilkerson | 16,915,491 | 61,371  | 2,313   | 1,775,371        |

Advisory Resolution to Approve Executive Compensation: The advisory resolution approving the compensation of the named executive officers of the Company as disclosed in the Notice of Annual Meeting and Proxy Statement for the 2019 Annual Meeting was approved. The final voting results are as follows:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 16,677,652 | 289,917 | 11,606  | 1,775,371        |

Ratification of Appointment of KPMG LLP: The Audit Committee of the Company’s Board of Directors appointed KPMG LLP as our independent registered public accounting firm for the year 2019. The final voting results to ratify the appointment of KPMG LLP are as follows:

| For        | Against | Abstain |
|------------|---------|---------|
| 18,591,260 | 157,875 | 5,411   |

There were no broker non-votes with respect to this matter.

Item 9.01 Financial Statements and Exhibits.

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

99.1 Press Release dated May 3, 2019

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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: May 3, 2019

KOPPERS HOLDINGS INC.

By: /s/ Michael J. Zugay  
Michael J. Zugay  
Chief Financial Officer and Treasurer