

Koppers Holdings Inc.  
Form 8-K  
May 04, 2012

**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, 2012

**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.)

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**436 Seventh Avenue**

**Pittsburgh, Pennsylvania**  
(Address of principal executive offices)

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

**15219**  
(Zip Code)

**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))

**Item 2.02 Results of Operations and Financial Condition.**

On May 4, 2012 we issued a press release announcing first quarter 2012 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.**

The Koppers Holdings Inc. ( Koppers ) Annual Meeting of Shareholders (the Annual Meeting ) was held on May 3, 2012. Three matters were considered and voted upon at the Annual Meeting: the election of three persons to serve on our board of directors, an advisory vote to approve executive compensation, and the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2012.

**Election of Directors:** Nominations of Sharon Feng, Ph.D., Stephen R. Tritch and T. Michael Young to serve as directors for a three-year term expiring in 2015 were considered and all three nominees were elected. All nominees for election as director received a plurality of votes cast. The final voting results are as follows:

Director Name	Votes For	Votes Withheld	Broker Non-Votes
Sharon Feng	18,312,551	229,351	1,392,299
Stephen R. Tritch	17,885,305	656,597	1,392,299
T. Michael Young	17,873,867	668,035	1,392,299

The terms of office of Cynthia A. Baldwin, David M. Hillenbrand, Albert J. Neupaver, James C. Stalder and Walter W. Turner continued after the Annual Meeting. They will serve as directors until their terms expire and their successors have been duly elected and qualify.

**Advisory vote to approve executive compensation:** The advisory (non-binding) vote approving the compensation of the named executive officers of Koppers as disclosed in the Notice of Annual Meeting and Proxy Statement for the 2012 Annual Meeting of Shareholders has been approved. The final voting results are as follows:

For: 18,083,058

Against: 310,597

Abstain: 148,247

Broker Non-Votes: 1,392,299

**Ratification of Appointment of Ernst & Young LLP:** The Audit Committee of the Board of Directors of Koppers appointed Ernst & Young LLP as our independent registered public accounting firm for the year 2012. The final voting results to ratify the appointment of Ernst & Young LLP are as follows:

For: 19,160,570

Against: 768,122

Abstain: 5,509

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 4, 2012

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 4, 2012**

KOPPERS HOLDINGS INC.

By: /s/ Leroy M. Ball  
Leroy M. Ball  
Vice President and Chief Financial Officer

**EXHIBIT INDEX**

Number	Description
99.1	Press Release dated May 4, 2012