

Koppers Holdings Inc.  
Form 8-K  
May 09, 2011

**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**

**May 4, 2011**

**Date of Report (Date of earliest event reported)**

**KOPPERS HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of  
incorporation or organization)

(Commission

(I.R.S. Employer

File Number)  
436 Seventh Avenue

Identification No.)

Pittsburgh, Pennsylvania 15219

(Address of principal executive offices)

(412) 227-2001

(Registrant's telephone number, including area code)

(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:

- .. 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 5, 2011 Koppers Holdings Inc. issued a press release announcing first quarter 2011 results. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

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

The Koppers Holdings Inc. ( Koppers ) Annual Meeting of Shareholders was held on May 4, 2011. Four 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 on executive compensation, an advisory vote on the frequency of future advisory votes on executive compensation and the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2011.

**Election of Directors:** Nominations of Cynthia A. Baldwin, Albert J. Neupaver and Walter W. Turner to serve as directors for a three-year term expiring in 2014 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 |
|--------------------|------------|----------------|------------------|
| Cynthia A. Baldwin | 17,830,148 | 255,251        | 1,435,696        |
| Albert J. Neupaver | 17,723,095 | 362,304        | 1,435,696        |
| Walter W. Turner   | 17,850,097 | 235,302        | 1,435,696        |

The terms of office of David M. Hillenbrand, Sharon Feng, James C. Stalder, Stephen R. Tritch and T. Michael Young continued after the Annual Meeting. They will serve as directors until their terms expire and their successors have been duly elected and qualify.

**Advisory (non-binding) resolution on executive compensation:** The nonbinding resolution approving the compensation of Koppers named executive officers as disclosed in the Notice of Annual Meeting and Proxy Statement for the 2011 Annual Meeting of Shareholders has been approved. The final voting results are as follows:

For: 17,766,783

Against: 172,306

Abstain: 146,309

Broker non-votes: 1,435,696

**Advisory (non-binding) vote on the frequency of future advisory votes on executive compensation:** A one-year frequency of future advisory votes on executive compensation has been approved. The final voting results are as follows:

One year: 16,382,173

Two years: 21,440

Three years: 1,535,453

Abstain: 146,332

Broker non-votes: 1,435,696

**Ratification of Appointment of Ernst & Young LLP:** The Audit Committee of the Board of Directors appointed Ernst & Young LLP as our independent registered public accounting firm for the year 2011. The final voting results to ratify the appointment of Ernst & Young LLP are as follows:

For: 19,109,121

Against: 399,725

Abstain: 12,248

**Item 9.01 Financial Statement and Exhibits.**

(c) Exhibits. The following exhibit is filed herewith:  
99.1 Press Release dated May 5, 2011

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 9, 2011**

KOPPERS HOLDINGS INC.

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