

Koppers Holdings Inc.  
Form 8-K  
January 04, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities**

**Exchange Act of 1934**

**December 31, 2006**

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

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**KOPPERS HOLDINGS INC.**

**(Exact name of registrant as specified in its charter)**

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**Pennsylvania**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**1-32737**  
**(Commission File Number)**

**20-1878963**  
**(I.R.S. Employer**

**Identification No.)**

**436 Seventh Avenue**

**Pittsburgh, Pennsylvania 15219**

**(Address of principal executive offices)**

**(412) 227-2001**

**(Registrant's telephone number, including area code)**

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(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:

- .. 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))
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**Item 1.01 Entry Into a Material Definitive Agreement.**

Effective December 31, 2006 the registrant entered into the Amendment to Stockholders Agreement filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

**Item 9.01 Financial Statement and Exhibits.**

(c) Exhibits. The following exhibit is filed herewith:

99.1 Fifth Amendment to Stockholders Agreement dated December 31, 2006, among Koppers Holdings Inc., Saratoga Partners III, L.P. and the Management Investors referred to therein.

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: January 4, 2007**

KOPPERS HOLDINGS INC.

By: /s/ Brian H. McCurrie  
Brian H. McCurrie  
Vice President and Chief Financial Officer