

GRAFTECH INTERNATIONAL LTD

Form 4

August 18, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Milikowsky Nathan

(Last) (First) (Middle)

C/O GRAFTECH
INTERNATIONAL LTD., 6100
OAK TREE BLVD., SUITE 300

(Street)

INDEPENDENCE, OH 44131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

GRAFTECH INTERNATIONAL
LTD [GTI]

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/14/2015		U	6,358,868	D	5.05 0	D (2)
					(A) or (D)	Price \$ <u>(1)</u>	
Common Stock	08/14/2015		U	147,360	D	5.05 0	I
					(A) or (D)	Price \$ <u>(1)</u>	

By The
Rebecca and
Nathan
Milikowsky
Family
Foundation
(2)

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Common Stock	08/14/2015	U	760,760	D	\$ 5.05 (1)	0	I	By Rebecca Milikowsky (2) (3)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (right to buy)	\$ 10.58	08/17/2015		D V	10,000	(4) 06/05/2024	Common Stock	10,000
Stock Options (right to buy)	\$ 19.89	08/17/2015		D V	5,000	(4) 05/14/2017	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Milikowsky Nathan C/O GRAFTECH INTERNATIONAL LTD. 6100 OAK TREE BLVD., SUITE 300 INDEPENDENCE, OH 44131	X

Signatures

/s/John D. Moran, Attorney-in-Fact for Nathan Milikowsky	08/18/2015
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__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).

On May 17, 2015, Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement") with BCP IV GrafTech Holdings LP, a Delaware limited partnership ("Parent"), and Athena Acquisition Subsidiary Inc., a Delaware corporation and a wholly owned

(1) subsidiary of Parent ("Acquisition Sub"), pursuant to which, on August 14, 2015, Acquisition Sub accepted all shares tendered and Parent subsequently made a cash payment for all of the outstanding shares of Issuer's common stock that were tendered. The reporting person reports disposition of shares tendered by reporting person pursuant to the terms of the tender offer, which involved a change of control.

(2) There were non-reportable transfers since the reporting person's last Form 4 filing.

(3) The reporting person disclaims beneficial ownership of such shares, in which his spouse has sole pecuniary interest.

(4) All such options have fully vested.

(5) Pursuant to the Merger Agreement, the underlying stock options that were not in-the-money were canceled.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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