

BCP GP Ltd
Form 3
April 18, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â BCP GP Ltd

(Last) (First) (Middle)

C/O BROOKFIELD ASSET MANAGEMENT INC., Â BROOKFIELD PLACE, 181 BAY STREET, SUITE

(Street)

TORONTO, Â A6 Â M5J2T3

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/18/2018

3. Issuer Name and Ticker or Trading Symbol
GRAFTECH INTERNATIONAL LTD [EAF]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director 10% Owner

Officer Other

(give title below) (specify below)

See Remarks

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

302,225,923

I

See Explanation of Responses ⁽¹⁾
(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date

3. Title and Amount of Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect Beneficial Ownership

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(Month/Day/Year)			Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BCP GP Ltd C/O BROOKFIELD ASSET MANAGEMENT INC. BROOKFIELD PLACE, 181 BAY STREET, SUITE TORONTO, A6 M5J2T3	X	X	X	See Remarks
Brookfield Capital Partners Ltd. CC/O BROOKFIELD ASSET MANAGEMENT INC. BROOKFIELD PLACE, 181 BAY STREET, SUITE TORONTO, A6 M5J2T3	X	X	X	X
BCP IV GrafTech Holdings L.P. C/O BROOKFIELD CAPITAL PARTNERS LTD. 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3	X	X	X	X

Signatures

By: BCP GP LIMITED Name: AJ Silber Title: Vice President **Signature of Reporting Person	04/18/2018 Date
By: BROOKFIELD CAPITAL PARTNERS LTD. Name: AJ Silber Title: Officer **Signature of Reporting Person	04/18/2018 Date
By: BPE IV (Non-Cdn) GP LP, its general partner, By: Brookfield Capital Partners Ltd., its general partner, /s/ AJ Silber, Officer **Signature of Reporting Person	04/18/2018 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Common Stock held directly by BCP IV GrafTech Holdings LP ("BCP IV"), a Delaware limited partnership.
Each of the Reporting Persons, as an indirect parent of BCP IV, may be deemed to have an indirect pecuniary interest in an indeterminate portion of the shares of Common Stock that are directly beneficially owned by BCP IV. In accordance with Instruction
- (2) 5(b)(iv), the entire amount of the Common Stock held by BCP IV is reported herein. Each of the Reporting Persons disclaims beneficial ownership of all shares of Common Stock that is beneficially owned by BCP IV, except to the extent of any indirect pecuniary interest therein.

^

Remarks:

Ron A. Bloom and Denis A. Turcotte, Managing Partners of Brookfield Asset Management Inc., a

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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