

GRAFTECH INTERNATIONAL LTD

Form 4

August 18, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BCP IV GrafTech Holdings L.P.

2. Issuer Name and Ticker or Trading Symbol
GRAFTECH INTERNATIONAL LTD [GTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

BROOKFIELD PLACE, SUITE 300,, 181 BAY STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

TORONTO, A6 M5J 2T3

(City) (State) (Zip)

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 08/14/2015 | | P ⁽¹⁾ | | 116,266,327 | A | \$ 5.05 |
| | | | | | | | 116,266,327 |
| | | | | | | | I |
| | | | | | | | See Footnote ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 08/17/2015 | | P ⁽³⁾ | | 23,602,391 | A | \$ 5.05 |
| | | | | | | | 139,868,778 |
| | | | | | | | ⁽⁴⁾ ⁽⁵⁾ |
| | | | | | | | I |
| | | | | | | | See Footnote ⁽²⁾ |

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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.

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BCP IV GrafTech Holdings L.P. BROOKFIELD PLACE, SUITE 300, 181 BAY STREET TORONTO, A6 M5J 2T3 | | X | | |
| Athena Acquisition Subsidiary Inc. 2711 CENTERVILLE ROAD, SUITE 400 WILMINGTON, DE 19808 | | X | | |

Signatures

See Exhibit 99.2 for signatures 08/18/2015

**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).

(1) Shares of Common Stock, par value \$0.01 per share (the "Shares"), of the Issuer acquired pursuant to the tender offer effected pursuant to the Agreement and Plan of Merger, dated as of May 17, 2015 (the "Merger Agreement"), by and among BCP IV GrafTech Holdings LP ("BCP IV"), Athena Acquisition Subsidiary Inc., a direct wholly owned subsidiary of BCP IV ("Acquisition Sub"), and the Issuer (such tender offer, the "Offer").

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- (2) Directly held by Acquisition Sub. Acquisition Sub is a direct wholly owned subsidiary of BCP IV. BCP IV may be deemed to have indirect beneficial ownership of the shares held by Acquisition Sub.
- (3) Reflects all of the outstanding shares of the Issuer not tendered in the Offer, which may be deemed to have been acquired by BCP IV and Acquisition Sub pursuant to the consummation of the transactions contemplated by the Merger Agreement.

Acquisition Sub was merged with and into the Issuer, with the Issuer surviving the Merger as a direct wholly owned subsidiary of BCP IV pursuant to a "back-end merger" under Delaware law (the "Merger"). At the effective time of the Merger, all of the Issuer's common

- (4) stock held by BCP IV and Acquisition Sub was canceled. At the effective time of the Merger, each share of Acquisition Sub was converted into a share of the surviving company's stock, such that following the Merger, BCP IV beneficially owned 100 shares of the surviving company.
- (5) Pursuant to the Merger Agreement, at the expiration of the Offer, BCP IV transferred its interest in the Series A Convertible Preferred Stock and Series B Convertible Preferred Stock it owned to Acquisition Sub. At the effective time of the Merger, all of the Series A Convertible Preferred Stock and Series B Convertible Preferred Stock held by Acquisition Sub was canceled.

Remarks:

Exhibit List: Exhibit 99.1 - Joint Filer Information; Exhibit 99.2 - Joint Filer Signatures

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

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