

GRAFTECH INTERNATIONAL LTD

Form 4

August 13, 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 \*  
MORAN JOHN D

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)  
C/O GRAFTECH INTERNATIONAL LTD., 12900 SNOW ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
08/11/2015

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, General Counsel, Secretary

(Street)  
PARMA, OH 44130

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

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  | Code                           | V   | Amount  |  |   |
| Common Stock                    | 08/11/2015                           |  | F                              |   | 7,884   | D  | \$ 5.05   |
|                                 |                                      |  |                                |   |   |  | 16,116  |
|                                 |                                      |  |                                |   |   |  | D (1) (2)   |
| Common Stock                    | 08/11/2015                           |  | F                              |   | 13,094  | D  | \$ 5.05   |
|                                 |                                      |  |                                |   |   |  | 26,906  |
|                                 |                                      |  |                                |   |   |  | D (1) (3)   |
| Common Stock                    | 08/11/2015                           |  | F                              |   | 2,388   | D  | \$ 5.05   |
|                                 |                                      |  |                                |   |   |  | 7,300   |
|                                 |                                      |  |                                |   |   |  | D (1) (4)   |
| Common Stock                    | 08/11/2015                           |  | F                              |   | 5,979   | D  | \$ 5.05   |
|                                 |                                      |  |                                |   |   |  | 12,221  |
|                                 |                                      |  |                                |   |   |  | D (1) (5)   |
|                                 | 08/11/2015                           |  | F                              |   | 1,314   | D  |   |
|                                 |                                      |  |                                |   |   |  | 8,018   |
|                                 |                                      |  |                                |   |   |  | D (1) (6)   |

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|              |            |  |   |       |         |         |        |                         |  |
|--------------|------------|--|---|-------|---------|---------|--------|-------------------------|--|
| Common Stock |            |  |   |       | \$ 5.05 |         |        |                         |  |
| Common Stock | 08/11/2015 |  | F | 6,570 | D       | \$ 5.05 | 13,430 | D <u>(1)</u> <u>(7)</u> |  |
| Common Stock |            |  |   |       |         |         | 24,428 | D                       |  |
| Common Stock |            |  |   |       |         |         | 24,569 | I                       | By Savings Plan <u>(8)</u>               |
| Common Stock |            |  |   |       |         |         | 23,052 | I                       | By Compensation Deferral Plan <u>(9)</u> |

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

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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. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |                            |
| Stock Options (right to buy)               | \$ 16.41   |                                      |  |                                |   | <u>(10)</u> 12/11/2019                                   | Common Stock  | 7,700                                      |                            |
| Stock Options (right to buy)               | \$ 19.89   |                                      |  |                                |   | <u>(10)</u> 12/09/2020                                   | Common Stock  | 6,800                                      |                            |
| Stock Options (right to buy)               | \$ 13.89   |                                      |  |                                |   | <u>(10)</u> 12/13/2021                                   | Common Stock  | 16,000                                     |                            |

|                              |          |      |            |              |        |
|------------------------------|----------|------|------------|--------------|--------|
| Stock Options (right to buy) | \$ 9.51  | (11) | 11/27/2022 | Common Stock | 16,000 |
| Stock Options (right to buy) | \$ 11.56 | (11) | 11/21/2023 | Common Stock | 14,500 |
| Stock Options (right to buy) | \$ 4.24  | (11) | 11/19/2024 | Common Stock | 32,000 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| MORAN JOHN D<br>C/O GRAFTECH INTERNATIONAL LTD.<br>12900 SNOW ROAD<br>PARMA, OH 44130 |               |           | VP, General Counsel, Secretary |       |

## Signatures

John D. Moran                      08/13/2015

\_\_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) Upon the closing of the Investment Agreement on August 11, 2015, between the Issuer and BCP IV GrafTech Holdings LP, an affiliate of Brookfield Capital Partners Ltd. ("Brookfield") dated May 4, 2015 ("Investment Agreement"), and in accordance with the Company's 2005 Equity Incentive Plan, all then unvested Awards became fully vested and the underlying shares were delivered to the individual subject to applicable withholding taxes.
  - (2) On November 19, 2014, the Company granted 24,000 restricted shares under the Company's 2005 Equity Incentive Plan, of which would vest in thirds on each of December 3, 2015, 2016, and 2017. Upon the closing of the Investment Agreement, the restricted stock units vested in full. 7,884 of the 24,000 shares that vested August 11, 2015 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares withheld or sold under a Rule 10b5-1 trading plan to cover withholding taxes.
  - (3) On November 19, 2014, the Company granted 40,000 performance shares under the Company's 2005 Equity Incentive Plan, which represented the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period and subject to other provisions of the grant. Upon the closing of the Investment Agreement, the performance share units vested in full. 13,094 of the 40,000 shares that vested August 11, 2015 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares withheld or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
  - (4) On November 21, 2013, the Company granted 10,900 restricted shares under the Company's 2005 Equity Incentive Plan, of which would vest in thirds on each of December 3, 2014, 2015, and 2016. Upon the closing of the Investment Agreement, the restricted stock units vested in full. 2,388 of the 7,267 shares that vested August 11, 2015 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.
  - (5) On November 21, 2013, the Company granted 18,200 performance shares under the Company's 2005 Equity Incentive Plan, which represented the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period and

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subject to other provisions of the grant. Upon the closing of the Investment Agreement, the performance share units vested in full. 5,979 of the 18,200 shares that vested August 11, 2015 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares withheld or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.

(6) On November 27, 2012, the Company granted 12,000 restricted shares under the Company's 2005 Equity Incentive Plan, of which would vest in thirds on each of November 27, 2013, 2014, and 2015. Upon the closing of the Investment Agreement, the restricted stock units vested in full. 1,314 of the 4,000 shares that vested August 11, 2015 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares previously withheld, or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.

(7) On November 27, 2012, the Company granted 20,000 performance shares under the Company's 2005 Equity Incentive Plan, which represented the right to receive shares contingent upon the achievement of performance measures over a 3-year performance period and subject to other provisions of the grant. Upon the closing of the Investment Agreement, the performance share units vested in full. 6,570 of the 20,000 shares that vested August 11, 2015 were withheld to cover withholding taxes due upon vesting. The holdings are net of shares withheld or sold under a Rule 10b5-1 trading plan, to cover withholding taxes.

(8) Represents the number of units attributable to the reporting person's participation in the Company Stock Fund option of the GrafTech International Holdings Inc. Savings Plan.

(9) Represents obligations whose value is based on Common Stock through a contribution, exempt pursuant to Rule 16b-3(c), under the Company's Compensation Deferral Program. The reporting person disclaims beneficial ownership of these securities.

(10) All such options have fully vested.

(11) All such options have fully vested. Pursuant to the closing of the Investment Agreement, all of the unvested shares subject to the option vested in full upon the closing of the Investment Agreement.

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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