

BCP GP Ltd  
Form 3  
April 18, 2018

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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)

|  |   |  |  |   |   |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â BCP GP Ltd</p> <p>(Last) (First) (Middle)</p> <p>C/O BROOKFIELD ASSET MANAGEMENT INC., Â BROOKFIELD PLACE, 181 BAY STREET, SUITE</p> <p>(Street)</p> <p>TORONTO, Â A6 Â M5J2T3</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/18/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GRAFTECH INTERNATIONAL LTD [EAF]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director    <input checked="" type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer    <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>See Remarks</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person<br/><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)  |
|------------------------------------|--|---|---|
| Common Stock                       | 302,225,923  | I   | See Explanation of Responses <sup>(1)</sup><br><u>(2)</u> |

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

SEC 1473 (7-02)

**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.**

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

| 1. Title of Derivative Security<br>(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 |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

## Edgar Filing: BCP GP Ltd - Form 3

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

## Reporting Owners

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

## Signatures

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

## Edgar Filing: BCP GP Ltd - Form 3

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.