

GRAFTECH INTERNATIONAL LTD

Form 3

June 02, 2014

**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 \*

Finerman Karen  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 05/21/2014

3. Issuer Name and Ticker or Trading Symbol

GRAFTECH INTERNATIONAL LTD [GTI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

C/O GRAFTECH INTERNATIONAL LTD., 12900 SNOW ROAD

(Street)

PARMA, OH 44130

(City) (State) (Zip)

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	22,500	D	
Common Stock	74,400	I	By Metropolitan Capital Advisors, L.P. (1) (5)
Common Stock	35,027	I	By Metropolitan Capital Advisors International Limited (2) (5)
Common Stock	77,300	I	By Metropolitan Capital Advisors Select Fund, L.P. (3) (5)
Common Stock	74,780	I	By Metropolitan Capital Partners II, L.P. (4) (5)

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 (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Finerman Karen C/O GRAFTECH INTERNATIONAL LTD. 12900 SNOW ROAD PARMA, OH 44130	Â X	Â	Â	Â

## Signatures

John D. Moran, Attorney-in-Fact for Karen Finerman  
Date: 06/02/2014

\*\*Signature of Reporting Person

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) Metropolitan Capital Advisors, Inc. ("MetCap GP") is the General Partner of Metropolitan Capital Partners IV, L.P. ("MCP IV"), which is the General Partner of Metropolitan Advisors, L.P. ("MCA"), which holds 74,400 of the shares reported herein.
- (2) Metropolitan Capital III, Inc. ("Partners III GP") is the General Partner of Metropolitan Capital Partners III, L.P. ("MCP III"), which is the investment manager of Metropolitan Capital Advisors International Limited ("MCAIL"), which holds 35,027 of the shares reported herein.
- (3) Metropolitan Capital Select, L.L.C. ("Select GP") is the General Partner of Metropolitan Capital Advisors Select Fund, L.P. ("Select"), which holds 77,300 of the shares reported herein.
- (4) KJ Advisors, Inc. ("Partners II GP") is the General Partner of Metropolitan Capital Partners II, L.P. ("MCP II"), which is the investment manager of three managed accounts that collectively hold 74,780 of the shares reported herein.
- (5) Each of MetCap GP, Partners III GP, Select GP, and Partners II GP (collectively, the "MetCap Entities") are controlled by Karen Finerman, either individually or jointly with others, and accordingly, Ms. Finerman makes or shares the power to make investment and voting decisions for the MetCap Entities. Accordingly, Ms. Finerman may be deemed for purposes of Section 16 of the Exchange Act to be an indirect beneficial owner of the shares reported herein. Ms. Finerman expressly disclaims beneficial ownership of all such shares except to the extent of her pecuniary interest therein. This report shall not be deemed an admission that Ms. Finerman is a beneficial owner of the shares reported herein for purposes of Section 16 or for any other purpose.

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.