

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 *
Finerman Karen

(Last) (First) (Middle)

C/O GRAFTECH INTERNATIONAL LTD., 6100 OAK TREE BLVD., SUITE 300

(Street)

INDEPENDENCE, OH 44131

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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	08/14/2015		U		22,500	D	5.05 <u>(1)</u>
Common Stock	08/17/2015		D		8,507	D	5.05 <u>(2)</u>
Common Stock	08/14/2015		U		74,400	D	5.05 <u>(1)</u>

I (3) (7) By Metropolitan Capital Advisors,

Common Stock	08/14/2015	U	35,027	D	\$ 5.05 (1)	0	I (4) (7)	L.P. By Metropolitan Capital Advisors International Limited
Common Stock	08/14/2015	U	77,300	D	\$ 5.05 (1)	0	I (5) (7)	By Metropolitan Capital Advisors Select Fund, L.P.
Common Stock	08/14/2015	U	74,780	D	\$ 5.05 (1)	0	I (6) (7)	By Metropolitan Capital Partners II, L.P.

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. Amount or Number of Shares
Stock Options (right to buy)	\$ 10.58	08/17/2015		D V	10,000	(8) 06/05/2024	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Finerman Karen
 C/O GRAFTECH INTERNATIONAL LTD. X
 6100 OAK TREE BLVD., SUITE 300
 INDEPENDENCE, OH 44131

Signatures

/s/John D. Moran, Attorney-in-Fact for Karen
 Finerman 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).
- On May 17, 2015, Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement") with BCP IV GrafTech Holdings LP, a Delaware limited partnership ("Parent"), and Athena Acquisition Subsidiary Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Acquisition Sub"), pursuant to which, on August 14, 2015, Acquisition Sub accepted all shares tendered and Parent subsequently made a cash payment for all of the outstanding shares of Issuer's common stock that were tendered. The reporting person reports disposition of shares tendered by reporting person pursuant to the terms of the tender offer, which involved a change of control.
- (1) Disposed of pursuant to the Merger Agreement in exchange for the right to receive \$5.05 in cash per share.
 - (2) 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.
 - (3) 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.
 - (4) 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.
 - (5) 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.
 - (6) 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.
 - (7) All such options have fully vested.
 - (8) Pursuant to the Merger Agreement, the underlying stock options that were not in-the-money were canceled.

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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