

GRAFTECH INTERNATIONAL LTD
Form S-8 POS
July 26, 2006

As filed with the Securities and Exchange Commission on July 26, 2006
Registration No. 333-02560

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

POST EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GRAFTECH INTERNATIONAL LTD.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

06-1385548

(I.R.S. Employer
Identification No.)

**12900 Snow Road
Parma, Ohio 44130
(216) 676-2000**

(Address of Principal Executive Offices and Zip Code)

**UCAR International Inc.
1996 Mid-Management Equity Incentive Plan**
(Full Title of the Plan)

**Gary R. Whitaker, Esq.
General Counsel, Vice President and Secretary
12900 Snow Road
Parma, Ohio 44130**

(Name and Address of Agent for Service)

(216) 676-2426

(Telephone Number, Including Area Code, of Agent for Service)

Copy To:

**M. Ridgway Barker, Esq.
Kelley Drye & Warren LLP
Two Stamford Plaza
281 Tresser Boulevard
Stamford, CT 06901
(203) 324-1400**

DEREGISTRATION OF SECURITIES

GrafTech International Ltd. (the Registrant) is filing this post-effective amendment to deregister securities registered for issuance pursuant to the UCAR International Inc. 1996 Mid-Management Equity Incentive Plan (as amended and restated, the Plan) on Registration Statement on Form S-8, No. 333-2560 (the Registration Statement). The Registration Statement registered 1,000,000 shares of common stock, par value \$.01 per share, of the Registrant for issuance in accordance with the Plan. All remaining unissued shares are hereby deregistered.

ITEM 8. EXHIBITS.

The following opinions, consents and other documents are attached hereto as exhibits:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4 | Form of 1996 Mid-Management Equity Incentive Plan (incorporated by reference to Exhibit 10.57 to the Registration Statement of the Registrant on Form S-1 (File No. 333-1090)) (previously filed). |
| 5 | Opinion of Kelley Drye & Warren LLP regarding legality of the Common Stock being registered (previously filed). |
| 23.1 | Consent of Kelley Drye & Warren LLP (included in opinion filed as Exhibit 5) (previously filed). |
| 23.2 | Consent of KPMG Peat Marwick LLP (previously filed). |
| 24.1 | Power of Attorney for R. Eugene Cartledge.* |
| 24.2 | Power of Attorney for Mary B. Cranston.* |
| 24.3 | Power of Attorney for John R. Hall.* |
| 24.4 | Power of Attorney for Ferrell P. McClean.* |
| 24.5 | Power of Attorney for Michael C. Nahl.* |
| 24.6 | Power of Attorney for Craig S. Shular.* |
| 24.7 | Power of Attorney for Harold E. Layman.* |
| 24.8 | Power of Attorney for Frank A. Riddick, III.* |

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Parma, State of Ohio, on the 25th day of July, 2006.

GRAFTECH INTERNATIONAL LTD.

By: /s/ Mark Widmar
 Name: Mark Widmar
 Title: Chief Financial Officer

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Pursuant to the requirements of the Securities Act of 1933, this Amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signatures</u> | <u>Title</u> | <u>Date</u> |
|-----------------------------------------|----------------------------------------------------------------------------------|---------------|
| * _____ Craig S. Shular | Chief Executive Officer, President and Director (Principal Executive Officer) | July 25, 2006 |
| /s/ Mark Widmar _____ Mark Widmar | Chief Financial Officer and Vice President (Principal Accounting Officer) | July 25, 2006 |
| * _____ R. Eugene Cartledge | Director | July 25, 2006 |
| * _____ Mary B. Cranston | Director | July 25, 2006 |
| * _____ John R. Hall | Director | July 25, 2006 |
| * _____ Harold E. Layman | Director | July 25, 2006 |
| * _____ Ferrell P. McClean | Director | July 25, 2006 |
| * _____ Michael C. Nahl | Director | July 25, 2006 |
| * _____ Frank A. Riddick, III | Director | July 25, 2006 |

*By /s/ Mark Widmar
Mark Widmar,
Chief Financial Officer,
as Attorney-in-fact

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