

GRAFTECH INTERNATIONAL LTD
Form SC 13D/A
March 25, 2014

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 6)***

GRAFTECH INTERNATIONAL LTD.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

384313201

(CUSIP Number)

Stephen Fraidin
Kirkland & Ellis LLP
601 Lexington Avenue
New York, New York 10022

212-446-4840

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Not applicable

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.£

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 384313201

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Daniel Milikowsky

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2(a) S

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

5 2(e)

£

6 CITIZENSHIP OR PLACE OR ORGANIZATION

United States

NUMBER OF 7 SOLE VOTING POWER

SHARES 2,559,358 shares

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 6,198,383 shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 2,559,358 shares

PERSON 10 SHARED DISPOSITIVE POWER

WITH 6,198,283 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

8,757,741 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

£ (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.4% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

2

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Daniel Milikowsky Family Holdings, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2(a) S

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

5 2(e)

£

6 CITIZENSHIP OR PLACE OR ORGANIZATION

United States

NUMBER OF 7 SOLE VOTING POWER

SHARES 0 shares

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 4,941,023 shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0 shares

PERSON 10 SHARED DISPOSITIVE POWER

WITH 4,941,023 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

4,941,023 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

£

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.6%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

3

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

The Daniel & Sharon Milikowsky Family Foundation, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2(a) S

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

5 2(e)

£

6 CITIZENSHIP OR PLACE OR ORGANIZATION

United States

NUMBER OF 7 SOLE VOTING POWER

SHARES 0 shares

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 1,257,360 shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0 shares

PERSON 10 SHARED DISPOSITIVE POWER

WITH 1,257,360 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

1,257,360 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

£

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.9%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

4

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Nathan Milikowsky

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2(a) S

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

5 2(e)

£

6 CITIZENSHIP OR PLACE OR ORGANIZATION

United States

NUMBER OF 7 SOLE VOTING POWER

SHARES 6,415,361 shares

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 87,360 shares (1)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 6,415,361 shares

PERSON 10 SHARED DISPOSITIVE POWER

WITH 87,360 shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

6,502,721 shares (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

S (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.8% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Excludes 760,760 shares held by an entity beneficially owned by Nathan Milikowsky's wife.

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

The Rebecca and Nathan Milikowsky Family Foundation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2(a) S

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

5 2(e)

£

6 CITIZENSHIP OR PLACE OR ORGANIZATION

United States

NUMBER OF 7 SOLE VOTING POWER

SHARES 0 shares

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 87,360 shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0 shares

PERSON 10 SHARED DISPOSITIVE POWER

WITH 87,360 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

87,360 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

£

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

6

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NM GTI Investments LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2(a) S

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

5 2(e)

£

6 CITIZENSHIP OR PLACE OR ORGANIZATION

United States

NUMBER OF 7 SOLE VOTING POWER

SHARES 6,239,204 shares

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 0 shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 6,239,204 shares

PERSON 10 SHARED DISPOSITIVE POWER

WITH 0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

6,239,204 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

£

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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EXPLANATORY NOTE

This Amendment No. 6 to Schedule 13D amends and restates or amends and supplements, where indicated, the Statement on Schedule 13D relating to the Common Stock of the Issuer by Daniel Milikowsky and Nathan Milikowsky filed with the Securities and Exchange Commission on December 10, 2010, as amended by Amendment No. 5 to Schedule 13D filed with the Securities and Exchange Commission on March 11, 2014, Amendment No. 4 to Schedule 13D filed with the Securities and Exchange Commission on January 30, 2014, Amendment No. 3 to Schedule 13D filed with the Securities and Exchange Commission on January 24, 2014, Amendment No. 2 to Schedule 13D filed with the Securities and Exchange Commission on January 8, 2014 and by Amendment No. 1 to Schedule 13D filed with the Securities and Exchange Commission on February 14, 2011 (the "Schedule 13D"). Capitalized terms used in this Amendment No. 6 and not otherwise defined herein have the meanings given to them in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information immediately after the last paragraph thereof:

As part of the Reporting Person's continuing discussions or communications with the Issuer's management and board of directors relating to the Issuer's upcoming annual meeting, Mr. Nathan Milikowsky and Mr. Joel Hawthorne, CEO of the Issuer, have recently exchanged a series of letters: a letter from Joel Hawthorne to Nathan Milikowsky dated March 16, 2014; a letter from Nathan Milikowsky to Joel Hawthorne dated March 18, 2014; a letter from Joel Hawthorne to Nathan Milikowsky dated March 19, 2014; and a letter from Nathan Milikowsky to Joel Hawthorne dated March 21, 2014 (each a "Letter" and collectively, the "Letters"). A copy of each of the Letters is filed herewith as Exhibit 1 and each Letter is incorporated herein by reference. Any descriptions herein of the Letters are qualified in their entirety by reference to the Letters filed herewith.

The Reporting Person issued a press release, dated March 20, 2014, relating to the Issuer's upcoming annual meeting (the "Press Release"). A copy of the Press Release is filed herewith as Exhibit 2 and the Press Release is incorporated herein by reference. Any descriptions herein of the Press Release are qualified in their entirety by reference to the Press Release filed herewith.

On March 3, 2014, Mr. Stephen Fraidin of Kirkland and Ellis LLP, counsel to Mr. Nathan Milikowsky, sent a letter to Mr. John D. Moran, Vice President, General Counsel and Secretary of the Issuer, requesting that the Issuer use a universal proxy in connection with its upcoming annual meeting (the "Universal Proxy Request"). A copy of the Universal Proxy Request is filed herewith as Exhibit 3 and the Universal Proxy Request is incorporated herein by reference. Any descriptions herein of the Universal Proxy Request are qualified in their entirety by reference to the Universal Proxy Request filed herewith.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 - The Letters

Exhibit 2 - Press Release

Exhibit 3 - Universal Proxy Request

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 25, 2014

/s/ Daniel Milikowsky
Daniel Milikowsky

/s/ Nathan Milikowsky
Nathan Milikowsky

NM GTI Investments LLC

/s/ Nathan Milikowsky
By: Nathan Milikowsky
Title: Member

The Rebecca and Nathan
Milikowsky Family
Foundation

/s/ Nathan Milikowsky
By: Nathan Milikowsky
Title: Trustee

Daniel Milikowsky Family
Holdings, LLC

/s/ Daniel Milikowsky
By: Daniel Milikowsky
Title: Investment Manager

The Daniel and Sharon
Milikowsky Family
Foundation, Inc.

/s/ Daniel Milikowsky
By: Daniel Milikowsky
Title: President