

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 *
Hawthorne Joel L.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director
 Officer (give title below) CEO & President
____ 10% Owner
____ Other (specify below)

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

INDEPENDENCE, OH 44131

(City) (State) (Zip)

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 | | 383,199 | D | | \$ 5.05 (1) | 0 | D | |
| Common Stock | 08/14/2015 | | U | | 21,176 | D | | \$ 5.05 (1) | 0 | I | By Savings Plan (2) |
| Common Stock | 08/14/2015 | | U | | 10,520 | D | | \$ 5.05 (1) | 0 | I | By Compensation Deferral Plan (3) |

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|-----|--|-----------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (right to buy) | \$ 16.41 | 08/17/2015 | | D | V | 3,500 | | (4) | 12/10/2019 | Common Stock | 3,500 |
| Stock Options (right to buy) | \$ 19.89 | 08/17/2015 | | D | V | 4,000 | | (4) | 12/09/2020 | Common Stock | 4,000 |
| Stock Options (right to buy) | \$ 13.89 | 08/17/2015 | | D | V | 15,000 | | (4) | 12/10/2021 | Common Stock | 15,000 |
| Stock Options (right to buy) | \$ 9.51 | 08/17/2015 | | D | V | 16,700 | | (4) | 11/27/2022 | Common Stock | 16,700 |
| Stock Options (right to buy) | \$ 11.56 | 08/17/2015 | | D | V | 16,400 | | (4) | 11/21/2023 | Common Stock | 16,400 |
| Stock Options (right to buy) | \$ 10.31 | 08/17/2015 | | D | V | 66,600 | | (4) | 01/29/2024 | Common Stock | 66,600 |
| Stock Options (right to buy) | \$ 4.24 | 08/17/2015 | | D | | 182,000 | | (4) | 11/19/2024 | Common Stock | 182,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hawthorne Joel L. C/O GRAFTECH INTERNATIONAL LTD. 6100 OAK TREE BLVD., SUITE 300 INDEPENDENCE, OH 44131 | | | CEO & President | |

Signatures

| | |
|---|------------|
| /s/John D. Moran, Attorney-in-Fact for Joel L. Hawthorne | 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) 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.
 - (2) Represents the number of units attributable to the reporting person's participation in the Company Stock Fund of the GrafTech International Savings Plan.
 - (3) Represents obligations whose value is based on the Common Stock through a contribution, exempt pursuant to Rule 16b-3(c), under the Company's Compensation Deferral Program. The reporting person disclaims beneficial ownership of these securities.
 - (4) All such options have fully vested.
 - (5) Pursuant to the Merger Agreement, the underlying stock options that were not in-the-money were canceled.
 - (6) Pursuant to the Merger Agreement, upon completion of the merger, each stock option (whether vested or unvested) held by the reporting person was converted into a cash amount equal to \$5.05 per share, less the exercise price and net of applicable tax withholdings.

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.