

GRAFTECH INTERNATIONAL LTD
Form 3
August 18, 2015

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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â BCP IV GrafTech Holdings L.P.			(Month/Day/Year)	GRAFTECH INTERNATIONAL LTD [GTI]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
BROOKFIELD PLACE, SUITE 300,,Â 181 BAY STREET				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
TORONTO,Â A6Â M5J 2T3				<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)			<input type="checkbox"/> 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)
Series B Convertible Preferred Stock ⁽²⁾	13,384	D	Â

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Series A Convertible Preferred Stock	∧ (1)	∧ (1)	Common Stock, par value \$0.01 per share	27,323,200	\$ 5	D ∧

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BCP IV GrafTech Holdings L.P. BROOKFIELD PLACE, SUITE 300, 181 BAY STREET TORONTO, ∨ A6∨ M5J 2T3	∧	∧ X	∧	∧

Signatures

BCP IV GrafTech Holdings LP, By: BPE IV (Non-Cdn) GP LP, its general partner, By: Brookfield Capital Partners Ltd., its general partner, /s/ David Nowak, By: David Nowak, Managing Partner 08/18/2015

**Signature of Reporting Person Date

BCP IV GrafTech Holdings LP, By: BPE IV (Non-Cdn) GP LP, its general partner, By: Brookfield Capital Partners Ltd., its general partner, /s/ J. Peter Gordon, By: J. Peter Gordon, Managing Partner 08/18/2015

**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).
- The Series A Convertible Preferred Stock is immediately convertible, at the Reporting Person's option, into shares of common stock of
- (1) the Issuer, at a conversion price of \$5.00 per common share, subject to customary anti-dilution adjustments. The Series A Convertible Preferred Stock has no expiration date.
 - (2) Each share of Series B Convertible Preferred Stock is converted automatically into one share of Series A Convertible Preferred Stock upon approval by the Issuer's stockholders in compliance with Rule 312 of the NYSE Listed Company Manual.

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.