

GRAFTECH INTERNATIONAL LTD

Form 4

June 09, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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)
06/05/2014

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

C/O GRAFTECH INTERNATIONAL LTD., 12900 SNOW ROAD

(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

PARMA, OH 44130

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	06/05/2014		A	8,507 A \$ 0	31,007	D ⁽¹⁾	
Common Stock					74,400	I ⁽²⁾ ⁽⁶⁾	By Metropolitan Capital Advisors, L.P.
Common Stock					35,027	I ⁽³⁾ ⁽⁶⁾	By Metropolitan Capital Advisors

Common Stock	77,300	I <u>(4)</u> <u>(6)</u>	International Limited
Common Stock	74,780	I <u>(5)</u> <u>(6)</u>	By Metropolitan Capital Advisors Select Fund, L.P. 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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SEC 1474
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (right to buy)	\$ 10.58	06/05/2014		A	10,000	06/05/2015	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. 12900 SNOW ROAD PARMA, OH 44130	X			

Signatures

/s/John D. Moran, Attorney-in-Fact for Karen
Finerman

06/09/2014

__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).

(1) On June 5, 2014, the Company granted 8,507 restricted shares as an annual grant to non-employee directors, valued at the then current market price of \$10.58 per share. Such shares vest as to 25% of the grant on each of June 15, September 15, December 15, 2014, and March 15, 2015 unless, with certain exceptions, the reporting person ceases to be a director prior to the vesting date.

(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.

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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