

GRAFTECH INTERNATIONAL LTD  
Form 8-K  
April 14, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 14, 2014**

**GRAFTECH INTERNATIONAL LTD.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction)**

**1-13888**  
**(Commission)**

**27-2496053**  
**(I.R.S. Employer)**

**of Incorporation)**

**File Number)  
12900 Snow Road**

**Identification Number)**

**Parma, Ohio 44130**

**(Address of Principal Executive Offices, including Zip Code)**

**Registrant's Telephone Number, including Area Code: 216-676-2000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On April 14, 2014, GrafTech International Ltd. (the Company or GrafTech ) announced a counterproposal made to the Daniel and Nathan Milikowsky Group that has been rejected. The Daniel and Nathan Milikowsky Group, which has nominated five directors to stand for election to the Company s existing seven person Board of Directors (the Board ) at the Company s 2014 Annual Meeting of Stockholders, has rejected all offers made by the Company.

A copy of the Company s press releases announcing the rejection of such offers is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

**IMPORTANT ADDITIONAL INFORMATION:** GrafTech and its directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the 2014 Annual Meeting. GrafTech has filed a preliminary proxy statement with the U.S. Securities and Exchange Commission (the SEC ) in connection with the solicitation of proxies from GrafTech stockholders for the 2014 Annual Meeting. When completed, a definitive proxy statement and a form of proxy will be mailed to GrafTech stockholders. **STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ THE PRELIMINARY PROXY STATEMENT, THE DEFINITIVE PROXY STATEMENT AND ACCOMPANYING WHITE PROXY CARD WITH RESPECT TO THE 2014 ANNUAL MEETING AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.** Detailed information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, is set forth in the proxy statement and other materials to be filed with the SEC in connection with GrafTech s Annual Meeting. Information regarding the direct and indirect beneficial ownership of GrafTech s directors and executive officers in GrafTech securities is set forth in the proxy statement and other materials to be filed with the SEC in connection with GrafTech s 2014 Annual Meeting. Stockholders will be able to obtain free copies of the proxy statement, any amendments or supplements to the proxy statement and other documents filed with the SEC by GrafTech through the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov) and on GrafTech s web site at <http://ir.graftech.com/>.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

| Exhibit No. | Exhibit Description                |
|-------------|------------------------------------|
| 99.1        | Press release dated April 14, 2014 |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**GRAFTECH INTERNATIONAL LTD.**

Date: April 14, 2014

By: /s/ John D. Moran

John D. Moran

*Vice President, General Counsel and Secretary*

EXHIBIT INDEX

| Exhibit<br>No. | Exhibit Description                |
|----------------|------------------------------------|
| 99.1           | Press release dated April 14, 2014 |