

GRAFTECH INTERNATIONAL LTD
Form SC 14D9/A
July 29, 2015

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

SCHEDULE 14D 9
SOLICITATION/ RECOMMENDATION STATEMENT
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 5)

GRAFTECH INTERNATIONAL LTD.

(Name of Subject Company (issuer))

GRAFTECH INTERNATIONAL LTD.

(Names of Persons Filing Statement)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

384313102

(CUSIP Number of Class of Securities)

John D. Moran

GrafTech International Ltd.

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Independence, Ohio 44131

(216) 676-2000

Copy to:

M. Ridgway Barker

Withers LLP

157 Church Street

New Haven, Connecticut 06502

(203) 789 1320

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

on Behalf of Filing Persons)

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 5 (this Amendment) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended or supplemented from time to time, the Statement) originally filed by GrafTech International Ltd., a Delaware corporation (the Company), with the Securities and Exchange Commission (the SEC) on May 26, 2015, relating to a tender offer by BCP IV GrafTech Holdings LP, a Delaware limited partnership (the Purchaser), and Athena Acquisition Subsidiary Inc., a Delaware corporation (the Acquisition Sub), to purchase all of the Company's outstanding shares of common stock, par value \$0.01 per share (the Shares), at a price of \$5.05 per Share in cash (the Offer Price) without interest thereon and subject to any required tax withholding. The offer to purchase Shares is being made pursuant to an Offer to Purchase of Purchaser, dated as of May 26, 2015 (as it may be amended or supplemented, the Offer to Purchase), and in the related letter of transmittal (as amended or supplemented from time to time, the Letter of Transmittal), and, together with the Offer to Purchase, the Offer). The Offer is subject to the terms and conditions set forth in the Tender Offer Statement on Schedule TO, together with the exhibits thereto, filed jointly by Purchaser and Acquisition Sub with the SEC on May 26, 2015, as amended or supplemented from time to time. The Offer to Purchase and the Letter of Transmittal have been filed as Exhibits (a)(1)(B) and (a)(1)(C) to the Statement, respectively.

Except to the extent specifically provided in this Amendment, the information set forth in the Statement remains unchanged. Capitalized terms used, but not otherwise defined, in this Amendment shall have the meanings ascribed to them in the Statement.

Item 8. Additional Information.

1. The subsection titled *Certain Litigation* of Item 8 (**Additional Information**) of the Statement is hereby amended and supplemented to add the following sentences at the end of the first paragraph of the subsection titled *Certain Litigation* :

On July 22, 2015, the Court of Common Pleas held a hearing on the plaintiffs' motion for preliminary injunction and brief in support of that motion filed by the plaintiffs. On July 27, 2015, the Court of Common Pleas issued a decision denying the plaintiffs' motion for a preliminary injunction.

Item 8. Additional Information.

2. The subsection titled *Extension of the Offer* Item 8 (**Additional Information**) of the Schedule 14D-9 is hereby amended and restated as follows:

Extension of the Offer

On July 29, 2015, Purchaser announced an extension of the expiration of the Offer until 12:00 midnight, New York City time, on August 13, 2015, unless further extended. The Offer, which was previously scheduled to expire at 12:00 midnight, New York City time, on July 28, 2015, was extended to allow additional time for the receipt of clearance from CFIUS (as defined in the Offer to Purchase). This regulatory review is applicable to the transactions because Purchaser is not a U.S. company. CFIUS clearance is expected to be received in the ordinary course. However, if the clearance is not received by August 13, 2015, the expiration of the Offer may be extended.

Computershare Trust Company, N.A., in its capacity as depositary for the Offer, has advised Purchaser and the Company that as of 5:00 pm, New York City time, on July 28, 2015, approximately 102,163,887 Shares have been tendered into and not properly withdrawn from the Offer.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

GRAFTECH INTERNATIONAL LTD.

By: /s/ Joel L. Hawthorne

Name: Joel L. Hawthorne

Title: President and Chief Executive Officer

Dated: July 29, 2015