

GRAFTECH INTERNATIONAL LTD
Form SC 13D/A
May 19, 2015

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 11)*

GRAFTECH INTERNATIONAL LTD.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

384313201

(CUSIP Number)

David B. Feirstein

Kirkland & Ellis LLP

601 Lexington Avenue

New York, New York 10022

212-446-4861

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

May 17, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 384313201

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Daniel Milikowsky
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OR ORGANIZATION

United States

NUMBER OF 7 SOLE VOTING POWER

**SHARES
BENEFICIALLY**

OWNED BY 8 2,494,892 shares
SHARED VOTING POWER

EACH

REPORTING 9 6,262,849 shares
SOLE DISPOSITIVE POWER

PERSON

WITH

2,494,892 shares
10 SHARED DISPOSITIVE POWER

6,262,849 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

8,757,741 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES " (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 384313201

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Daniel Milikowsky Family Holdings, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OR ORGANIZATION

Connecticut

NUMBER OF **7** SOLE VOTING POWER

SHARES
BENEFICIALLY

OWNED BY **8** 0 shares
SHARED VOTING POWER

EACH

REPORTING 5,005,489 shares
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0 shares
10 SHARED DISPOSITIVE POWER

5,005,489 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

5,005,489 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.6%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 384313201

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 The Daniel & Sharon Milikowsky Family Foundation, Inc.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OR ORGANIZATION

Connecticut

NUMBER OF **7** SOLE VOTING POWER

SHARES
BENEFICIALLY

OWNED BY **8** 0 shares
SHARED VOTING POWER

EACH

REPORTING 1,257,360 shares
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0 shares
10 SHARED DISPOSITIVE POWER

1,257,360 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

1,257,360 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.9%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 384313201

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Nathan Milikowsky
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OR ORGANIZATION

United States

NUMBER OF 7 SOLE VOTING POWER

**SHARES
BENEFICIALLY**

OWNED BY 8 6,373,868 shares
SHARED VOTING POWER

EACH

REPORTING 9 147,360 shares (1)
SOLE DISPOSITIVE POWER

PERSON

WITH

6,373,868 shares
10 SHARED DISPOSITIVE POWER

147,360 shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

6,521,228 shares (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☒ (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.7% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Excludes 760,760 shares held by Nathan Milikowsky's wife.

CUSIP No. 384313201

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 The Rebecca and Nathan Milikowsky Family Foundation
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OR ORGANIZATION

Massachusetts

NUMBER OF **7** SOLE VOTING POWER

SHARES
BENEFICIALLY

OWNED BY **8** 0 shares
SHARED VOTING POWER

EACH

REPORTING 147,360 shares
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0 shares
10 SHARED DISPOSITIVE POWER

147,360 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

147,360 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

This Amendment No. 11 to Schedule 13D amends and supplements, where indicated, the Statement on Schedule 13D relating to the Common Stock of the Issuer by Daniel Milikowsky and Nathan Milikowsky filed with the U.S. Securities and Exchange Commission on December 10, 2010, as amended by Amendment No. 10 to Schedule 13D filed with the U.S. Securities and Exchange Commission on February 12, 2015, Amendment No. 9 to Schedule 13D filed with the U.S. Securities and Exchange Commission on January 23, 2015, Amendment No. 8 to Schedule 13D filed with the U.S. Securities and Exchange Commission on April 14, 2014, Amendment No. 7 to Schedule 13D filed with the U.S. Securities and Exchange Commission on March 28, 2014, Amendment No. 6 to Schedule 13D filed with the U.S. Securities and Exchange Commission on March 25, 2014, Amendment No. 5 to Schedule 13D filed with the U.S. Securities and Exchange Commission on March 11, 2014, Amendment No. 4 to Schedule 13D filed with the U.S. Securities and Exchange Commission on January 30, 2014, Amendment No. 3 to Schedule 13D filed with the U.S. Securities and Exchange Commission on January 24, 2014, Amendment No. 2 to Schedule 13D filed with the U.S. Securities and Exchange Commission on January 8, 2014 and by Amendment No. 1 to Schedule 13D filed with the U.S. Securities and Exchange Commission on February 14, 2011 (the "Schedule 13D"). Capitalized terms used in this Amendment No. 11 and not otherwise defined herein have the meanings given to them in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information immediately after the last paragraph thereof:

Concurrently with the Issuer's entering into that certain Agreement and Plan of Merger (the "Merger Agreement"), dated as of May 17, 2015, 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"), both of which are indirect wholly owned subsidiaries of Brookfield Capital Partners Ltd., pursuant to which, among other things, Parent has agreed to make a cash tender offer (the "Offer") to purchase any and all of the outstanding shares of the Issuer's common stock, the Reporting Persons entered into that certain Tender and Support Agreement (the "Support Agreement") with Parent and Acquisition Sub, pursuant to which, among other things, the Reporting Persons agreed to tender all of their common stock in the Issuer in the Offer and take certain other actions in furtherance of the merger contemplated by the Merger Agreement.

The foregoing descriptions of the Merger Agreement and the Support Agreement do not purport to be complete and are qualified in their entirety by reference to the Merger Agreement and the Support Agreement, copies of which are each filed as exhibits to the 8-K filed by the Issuer with the Securities and Exchange Commission on May 18, 2015.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 19, 2015

/s/ Daniel Milikowsky
Daniel Milikowsky

/s/ Nathan Milikowsky
Nathan Milikowsky

The Rebecca and Nathan Milikowsky
Family Foundation

/s/ Nathan Milikowsky
By: Nathan Milikowsky
Title: Trustee

Daniel Milikowsky Family Holdings,
LLC

/s/ Daniel Milikowsky
By: Daniel Milikowsky
Title: Investment Manager

The Daniel and Sharon Milikowsky
Family Foundation, Inc.

/s/ Daniel Milikowsky
By: Daniel Milikowsky
Title: President