

GRAFTECH INTERNATIONAL LTD  
Form SC 13E3/A  
June 18, 2015

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

**SCHEDULE 13E-3**  
**(§240.13e-100)**  
**RULE 13e-3 TRANSACTION STATEMENT UNDER SECTION 13(e)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**(AMENDMENT NO. 1)**

**GRAFTECH INTERNATIONAL LTD.**

**(Name of the Issuer)**

**BCP IV GRAFTECH HOLDINGS LP**  
**ATHENA ACQUISITION SUBSIDIARY INC.**  
**GRAFTECH INTERNATIONAL LTD.**  
**BROOKFIELD CAPITAL PARTNERS LTD.**  
**BROOKFIELD CAPITAL PARTNERS IV L.P.**

**(Name of Person(s) Filing Statement)**

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**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**384313102**

**(CUSIP Number of Class of Securities)**

**John D. Moran, Esq.**

**David Nowak**

**GrafTech International Ltd.**

**Managing Partner**

**Suite 300 Park Center I**

**c/o BCP IV GrafTech Holdings LP**

**6100 Oak Tree Blvd.**

**Brookfield Place, 181 Bay Street, Suite 300**

**Independence, Ohio 44131**

**Toronto, Ontario MJ5 2T3**

**(216) 676-2000**

**(416) 363-9491**

**(Name, Address, and Telephone Numbers of Person Authorized to Receive Notices and Communications on  
Behalf of the Person(s) Filing Statement)**

**COPIES TO:**

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<b>Withers LLP</b>	<b>Michael A. Schwartz, Esq.</b>	<b>Jackie Cohen, Esq.</b>
<b>157 Church Street</b>	<b>Willkie Farr &amp;</b>	<b>Weil, Gotshal &amp; Manges LLP</b>
<b>New Haven, Connecticut 06502</b>	<b>Gallagher LLP</b>	<b>767 Fifth Avenue</b>
<b>(203) 789 1320</b>	<b>787 Seventh Avenue</b>	<b>New York, NY 10153</b>
	<b>New York, NY 10019</b>	<b>(212) 310-8000</b>
	<b>(212) 728-8000</b>	

This statement is filed in connection with (check the appropriate box):

- a.  The filing of solicitation materials or an information statement subject to Regulation 14A (Sections 240.14a-1 through 240.14b-2), Regulation 14C (Sections 240.14c-1 through 240.14c-101) or Rule 13e-3(c) (§240.13e-3(c)) under the Securities Exchange Act of 1934.
- b.  The filing of a registration statement under the Securities Act of 1933.
- c.  A tender offer.
- d.  None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

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**Calculation of Filing Fee**
**Transaction valuation\***

\$704,729,817.53

**Amount of filing fee\*\***

\$81,889.60

- \* Estimated for purposes of calculating the amount of the filing fee only. The calculation assumes the purchase of all issued and outstanding common shares, \$0.01 par value, per share ( Shares ), of GrafTech International Ltd., a Delaware corporation ( GrafTech or the Company ), at a purchase price of \$5.05 per Share in cash, without interest and less any applicable withholding tax. As of May 22, 2015, there were 137,240,008 Shares issued and outstanding. The filing fee is calculated based on the sum of (a) the aggregate cash payment for the proposed per Share cash payment of \$5.05 for 137,240,008 issued and outstanding Shares other than Shares owned by BCP IV GrafTech Holdings LP, a Delaware limited partnership ( Purchaser ), Athena Acquisition Subsidiary Inc., a Delaware corporation ( Acquisition Sub ) and any of their affiliates, or GrafTech and any of GrafTech's subsidiaries, plus (b) the product of 524,283 Shares issuable under the Company's outstanding and unexercised options with an exercise price below \$5.05, multiplied by \$0.81 per Share (which is equal to the difference between \$5.05 per share and \$4.24, the exercise price of such options), plus (c) the product of the Company's 2,226,358 outstanding restricted stock units multiplied by \$5.05 per share ((a), (b) and (c) together, the Transaction Valuation ).
- \*\* The amount of the filing fee, calculated in accordance with Exchange Act Rule 0-11(b)(1) and the Securities and Exchange Commission Fee Rate Advisory #1 for Fiscal Year 2015, was calculated by multiplying the Transaction Valuation by 0.0001162.
- x Check the box if any part of the fee is offset as provided by Section 240.0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously Paid: \$ 81,889.60

Filing Party: BCP IV GrafTech Holdings  
LP and Athena Acquisition Subsidiary  
Inc.

Form or Registration No.: Schedule TO

This Amendment No. 1 (this Amendment ) to the Schedule 13E-3 Transaction Statement (the Schedule 13E-3 ), filed by GrafTech, Purchaser and Acquisition Sub with the Securities and Exchange Commission (the SEC ) on May 26, 2015 relating to the offer (the Offer ) by Purchaser and Acquisition Sub, disclosed in a Tender Offer Statement under cover of Schedule TO, dated May 26, 2015 (together with any subsequent amendments and supplements thereto, the Schedule TO ), filed with the SEC, to purchase any and all issued and outstanding Shares, upon the terms and conditions set forth in the offer to purchase dated May 26, 2015 (the Offer to Purchase ) attached as Exhibit (a)(1)(A) to the Schedule TO and incorporated herein by reference, and the related Letter of Transmittal attached as Exhibit (a)(1)(B) to the Schedule TO and incorporated herein by reference. Unless otherwise defined herein, capitalized terms used in this Amendment shall have the meaning given to them in the Schedule 13E-3 or the Offer to Purchase.

On May 26, 2015, the Company filed a Schedule 14D-9 Solicitation/Recommendation Statement (as amended from time to time, the Schedule 14D-9 ) under Section 14(d)(9) of the Securities Exchange Act of 1934, as amended, in response to the Schedule TO. The Schedule 14D-9 is incorporated herein by reference.

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The cross references below are being supplied pursuant to General Instruction G to Schedule 13E-3 and show the location in the Schedule TO and Schedule 14D-9 of the information required to be included in response to the items of Schedule 13E-3. The information contained in the Schedule TO and Schedule 14D-9, including all annexes thereto, is incorporated by reference herein, and the responses to each Item in this Amendment are qualified in their entirety by the information contained in the Schedule TO and Schedule 14D-9 and the annexes thereto.

The Amendment is being filed to amend and restate Items 3, 10 and 11 as reflected below and to amend and supplement Item 16 with additional exhibits.

**Item 3. Identity and Background of Filing Person.**

Item 3 ( **Identity and Background of Filing Person** ) of the Schedule 13E-3 is hereby amended and restated as follows:

- (a) *Name and Address*: The information set forth in the Schedule 14D-9 under the caption **Item 1. Subject Company Information** and in the Offer to Purchase under the caption **The Tender Offer Section 8 Certain Information Concerning the Purchaser Group** is incorporated herein by reference. The subject company is one of the filing persons. The business address and phone number of the directors and executive officers of the Company is the same as that of the Company noted above. The business address and phone number of the directors and executive officers of each member of the Purchaser Group is set forth in the Offer to Purchase under **The Tender Offer Schedule I Directors and Executive Officers of the Purchaser Group** .
- (b) *Business and Background of Entities*: The information set forth in the Offer to Purchase under the captions **The Tender Offer Section 7 Certain Information Concerning the Company** and **The Tender Offer Section 8 Certain Information Concerning the Purchaser Group** is incorporated herein by reference.
- (c) *Business and Background of Natural Persons*: The information set forth in the Schedule 14D-9 under the caption **Item 8. Additional Information** and in the Offer to Purchase under **The Tender Offer Schedule I - Directors and Executive Officers of the Purchaser Group** is incorporated herein by reference.

**Item 10. Source of Funds or Other Consideration.**

Subsection (a) of Item 10 ( **Source of Funds or Other Consideration** ) of the Schedule 13E-3 is hereby amended and restated as follows:

- (a) *Source of Funds*: The information contained in the Offer to Purchase under the captions **The Tender Offer Section 9 Source and Amount of Funds**, **Special Factors Section 6 The Merger Agreement; Other Agreements and Special Factors Section 9 Certain Relationships between the Purchaser Group and the Company** is incorporated herein by reference.

**Item 11. Interests in Securities of the Subject Company.**

Item 11 ( **Interests in Securities of the Subject Company** ) of the Schedule 13E-3 is hereby amended and restated as follows:

- (a) *Securities Ownership*: The information set forth in the Schedule 14D-9 under the caption **Item 3. Past Contacts, Transactions, Negotiations and Agreements Shares Held by Non-Employee Directors and Executive Officers of the Company** and in the Offer to Purchase under the captions **Special Factors Section 1 Background of the Offer; Past Contacts or Negotiations with the Company**, **Special Factors Section 6 The Merger Agreement; Other Agreements** and **Special Factors Section 9 Certain Relationships between the Purchaser Group and the Company** is incorporated herein by reference.

- (b) *Securities Transactions*: The information set forth in the Schedule 14D-9 under the captions Item 3. Past Contacts, Transactions, Negotiations and Agreements and Item 6. Interest in Securities of the Subject Company and in the Offer to Purchase under the captions Special Factors Section 1 Background of the Offer; Past Contacts or Negotiations with the Company and Special Factors Section 6 The Merger Agreement; Other Agreements is incorporated herein by reference.

**Item 16. Exhibits.**

Item 16 ( **Exhibits** ) of the Schedule 13E-3 is hereby amended and supplemented by adding the following exhibits:

<b>Exhibit No.</b>	<b>Description</b>
(a)(5)(A)	Complaint filed by Travis J. Kelleher, individually and on behalf of all others similarly situated, on May 22, 2015, in the Court of Common Pleas of the State of Ohio, Cuyahoga County (incorporated herein by reference to Amendment No. 1 to the Schedule TO-T, dated May 26, 2015 filed by Purchaser with the SEC on June 18, 2015).
(a)(5)(B)	Amended Complaint filed by Travis J. Kelleher, individually and on behalf of all others similarly situated, on June 12, 2015, in the Court of Common Pleas of the State of Ohio, Cuyahoga County (incorporated by reference to Amendment No. 1 to the Schedule TO-T, dated May 26, 2015, filed by the Purchaser with the SEC on June 18, 2015).
(a)(5)(C)	Complaint filed by David Widlewski, individually and on behalf of all others similarly situated, on June 2, 2015, in the Court of Chancery of the State of Delaware (incorporated by reference to Amendment No. 1 to the Schedule TO-T, dated May 26, 2015, filed by the Purchaser with the SEC on June 18, 2015).
(a)(5)(D)	Complaint filed by Walter Watson, individually and on behalf of all others similarly situated, on June 4, 2015, in the Court of Chancery of the State of Delaware (incorporated by reference to Amendment No. 1 to the Schedule TO-T, dated May 26, 2015, filed by the Purchaser with the SEC on June 18, 2015).
(a)(5)(E)	Complaint filed by Cyhyoung Park, individually and on behalf of all others similarly situated, on June 9, 2015, in the Court of Chancery of the State of Delaware (incorporated by reference to Amendment No. 1 to the Schedule TO-T, dated May 26, 2015, filed by the Purchaser with the SEC on June 18, 2015).
(a)(5)(F)	Complaint filed by Charles Daeda, individually and on behalf of all others similarly situated, on June 15, 2015, in the Court of Chancery of the State of Delaware (incorporated by reference to Amendment No. 1 to the Schedule TO-T, dated May 26, 2015, filed by the Purchaser with the SEC on June 18, 2015).
(a)(5)(G)	Complaint filed by Abraham Grinberger, individually and on behalf of all others similarly situated, on June 15, 2015, in the Court of Chancery of the State of Delaware (incorporated by reference to Amendment No. 1 to the Schedule TO-T, dated May 26, 2015, filed by the Purchaser with the SEC on June 18, 2015).

**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: Chief Executive Officer

**BCP IV GRAFTECH HOLDINGS LP**

By: BPE IV (Non Cdn) GP LP,

its general partner

By: Brookfield Capital Partners Ltd.,

its general partner

By: /s/ David Nowak  
Name: David Nowak  
Title: Managing Partner

By: /s/ J. Peter Gordon  
Name: J. Peter Gordon  
Title: Managing Partner

**ATHENA ACQUISITION SUBSIDIARY  
INC.**

By: /s/ David Neiman  
Name: David Neiman  
Title: Senior Vice President

**BROOKFIELD CAPITAL PARTNERS  
LTD.**

By: /s/ David Nowak  
Name: David Nowak  
Title: Managing Partner

By: /s/ Peter Gordon  
Name: Peter Gordon  
Title: Managing Partner

**BROOKFIELD CAPITAL PARTNERS IV**



**L.P.**

By: Brookfield Capital Partners IV GP,  
Ltd.,

its general partner

By: /s/ David Nowak  
David Nowak  
Managing Partner

By: /s/ Peter Gordon  
Peter Gordon  
Managing Partner