

GRAFTECH INTERNATIONAL LTD  
Form 8-K  
May 05, 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): May 5, 2014**

**GRAFTECH INTERNATIONAL LTD.**

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

|   |   |  |
|---|---|--|
| <b>Delaware</b><br><b>(State or Other</b> | <b>1-13888</b><br><b>(Commission</b>          | <b>27-2496053</b><br><b>(I.R.S. Employer</b> |
| <b>Jurisdiction of Incorporation)</b>     | <b>File Number)</b><br><b>12900 Snow Road</b> | <b>Identification Number)</b>                |

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**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 May 5, 2014, GrafTech International Ltd. (the Company or GrafTech ) today issued the following statement regarding a May 2, 2014 report by Institutional Shareholder Services ( ISS ) relating to the election of GrafTech s seven highly-qualified and experienced nominees to its Board of Directors at the Company s May 15, 2014 Annual Meeting of Stockholders.

A copy of the Company s press release 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 from GrafTech stockholders in respect of the 2014 Annual Meeting. GrafTech has filed a definitive proxy statement with the SEC in connection with the solicitation of proxies from GrafTech stockholders for the 2014 Annual Meeting. A definitive proxy statement and a form of proxy has been mailed to GrafTech stockholders. **STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ 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 AS THEY CONTAIN IMPORTANT INFORMATION.** Information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, is set forth in the definitive proxy statement and other materials filed with the SEC in connection with the 2014 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 definitive proxy statement and other materials filed with the SEC in connection with the 2014 Annual Meeting. Stockholders are able to obtain free copies of the definitive proxy statement, any amendments or supplements to the definitive 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 May 5, 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: May 5, 2014

By: /s/ John D. Moran  
John D. Moran

*Vice President, General Counsel and Secretary*

EXHIBIT INDEX

| Exhibit No. | Exhibit Description             |
|-------------|---------------------------------|
| 99.1        | Press release dated May 5, 2014 |