

GRAFTECH INTERNATIONAL LTD

Form 3

June 02, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Finerman Karen

(Last) (First) (Middle)

C/O GRAFTECH
INTERNATIONAL
LTD.,Â 12900 SNOW ROAD

(Street)

PARMA,Â OHÂ 44130

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/21/2014

3. Issuer Name **and** Ticker or Trading Symbol

GRAFTECH INTERNATIONAL LTD [GTI]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

22,500

D

Â

Common Stock

74,400

I

By Metropolitan Capital
Advisors, L.P. (1) (5)

Common Stock

35,027

I

By Metropolitan Capital Advisors
International Limited (2) (5)

Common Stock

77,300

I

By Metropolitan Capital Advisors
Select Fund, L.P. (3) (5)

Common Stock

74,780

I

By Metropolitan Capital Partners
II, L.P. (4) (5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Finerman Karen

C/O GRAFTECH INTERNATIONAL LTD.

12900 SNOW ROAD

PARMA, OH 44130

Â X Â Â Â

Signatures

John D. Moran, Attorney-in-Fact for Karen
Finerman

06/02/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Metropolitan Capital Advisors, Inc. ("MetCap GP") is the General Partner of Metropolitan Capital Partners IV, L.P. ("MCP IV"), which is the General Partner of Metropolitan Advisors, L.P. ("MCA"), which holds 74,400 of the shares reported herein.

(2) Metropolitan Capital III, Inc. ("Partners III GP") is the General Partner of Metropolitan Capital Partners III, L.P. ("MCP III"), which is the investment manager of Metropolitan Capital Advisors International Limited ("MCAIL"), which holds 35,027 of the shares reported herein.

(3) Metropolitan Capital Select, L.L.C. ("Select GP") is the General Partner of Metropolitan Capital Advisors Select Fund, L.P. ("Select"), which holds 77,300 of the shares reported herein.

(4) KJ Advisors, Inc. ("Partners II GP") is the General Partner of Metropolitan Capital Partners II, L.P. ("MCP II"), which is the investment manager of three managed accounts that collectively hold 74,780 of the shares reported herein.

(5) Each of MetCap GP, Partners III GP, Select GP, and Partners II GP (collectively, the "MetCap Entities") are controlled by Karen Finerman, either individually or jointly with others, and accordingly, Ms. Finerman makes or shares the power to make investment and voting decisions for the MetCap Entities. Accordingly, Ms. Finerman may be deemed for purposes of Section 16 of the Exchange Act to be an indirect beneficial owner of the shares reported herein. Ms. Finerman expressly disclaims beneficial ownership of all such shares except to the extent of her pecuniary interest therein. This report shall not be deemed an admission that Ms. Finerman is a beneficial owner of the shares reported herein for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.