
**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): **August 10, 2018 (August 6, 2018)**

GRAFTECH INTERNATIONAL LTD.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

1-13888
(Commission File Number)

27-2496053
(IRS Employer Identification No.)

982 Keynote Circle
Brooklyn Heights, OH 44131
(Address of Principal Executive Offices) (Zip Code)

(216) 676-2000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

Share Repurchase Agreement

On August 7, 2018, GrafTech International Ltd. (the “Company”) entered into a share repurchase agreement (the “Share Repurchase Agreement”) with BCP IV GrafTech Holdings LP (the “Selling Stockholder”), the majority stockholder of the Company, pursuant to which the Company agreed to concurrently repurchase, directly from the Selling Stockholder, approximately \$225 million of the Company’s common stock (the “Common Stock”). The price per share to be paid by the Company equals the price at which the underwriters are purchasing the shares from the Selling Stockholder, net of underwriting commissions and discounts, in an underwritten public secondary offering that priced on August 8, 2018, whereby the Selling Stockholder is selling certain other shares of Common Stock (the “Offering”). The Company expects to fund the share repurchase with cash on hand. The Company does not intend to incur indebtedness to fund the share repurchase. The closing of the share repurchase is conditioned on the closing of the Offering. The Offering is not conditioned upon the completion of the share repurchase.

The description of the Share Repurchase Agreement in this report is qualified in its entirety by reference to the full text of the Share Repurchase Agreement incorporated by reference as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 8.01 Other Events.

On August 6, 2018, the Company issued a press release announcing the launch of the Offering and the share repurchase. On August 8, 2018, the Company issued a press release announcing the pricing of the Offering at a price to the public of \$20.00 per share of Common Stock. The Company’s press releases, dated August 6 and August 8, 2018, are filed herewith as Exhibits 99.1 and 99.2 and are incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Share Repurchase Agreement, dated August 7, 2018, by and between GrafTech International Ltd. and BCP IV GrafTech Holdings LP (incorporated by reference to exhibit 10.31 to GrafTech International Ltd.’s Registration Statement on Form S-1/A (Registration No. 333-226609) filed August 8, 2018).</u>
99.1	<u>Press release of GrafTech International Ltd., dated August 6, 2018.</u>
99.2	<u>Press release of GrafTech International Ltd., dated August 8, 2018.</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GRAFTECH INTERNATIONAL LTD.

Date: August 10, 2018

By: /s/ Quinn J. Cobum
Quinn J. Cobum
Chief Financial Officer, Vice President Finance and Treasurer

GrafTech Announces the Launch of a Secondary Offering and Concurrent Share Buyback

BROOKLYN HEIGHTS, Ohio — August 6, 2018 — GrafTech International Ltd. (NYSE: EAF) (the “Company”) today announced the launch of a secondary offering of 20,000,000 shares of its common stock. The shares are being offered by the majority stockholder, an affiliate of Brookfield Business Partners LP, a publicly listed business services and industrials company of Brookfield Asset Management Inc. The selling stockholder expects to grant the underwriters a 30 day option to purchase up to an additional 3,000,000 shares.

J.P. Morgan Securities LLC and Credit Suisse Securities (USA) LLC are acting as joint lead book running managers and as representatives of the underwriters for the offering; Citigroup Global Markets Inc., RBC Capital Markets, LLC, HSBC Securities (USA) Inc. and BMO Capital Markets Corp. are also acting as joint book running managers for the offering.

The proposed offering of the securities will be made only by means of a prospectus. When available, copies of the preliminary prospectus relating to the offering may be obtained from: J.P. Morgan Securities LLC, Attention: J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions 1155 Long Island Avenue, Edgewood, NY 11717, or via telephone: 1-866-803-9204; or Credit Suisse Securities (USA) LLC, Attention: Prospectus Department, One Madison Avenue, New York, NY 10010, or by telephone at (800) 221-1037, or by email at newyork.prospectus@credit-suisse.com.

A registration statement relating to these securities has been filed with the Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective.

In addition, the Company announced that it intends to enter into a share repurchase agreement with the selling stockholder pursuant to which it intends to repurchase up to \$225 million of shares from Brookfield. The price per share to be paid by the Company will be equal to the price paid by the underwriters in the offering, net of underwriting commissions and discounts. The Company expects to fund the share repurchase from cash on hand. The share repurchase is expected to be consummated concurrently with the offering. Although the share repurchase will be conditioned upon, among other things, the closing of the offering, the closing of the offering will not be conditioned upon the closing of the share repurchase.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

GrafTech International Ltd. is a leading manufacturer of high quality graphite electrode products essential to the production of electric arc furnace (or EAF) steel and other ferrous and non-ferrous metals.

Contact:

Meredith Bandy
Vice President, Investor Relations and Corporate Communications
(216) 676-2000

Cautionary Statement Regarding Forward-Looking Statements

Statements in this press release regarding the Company that are not historical facts are “forward-looking statements” that involve risks and uncertainties. The Company undertakes no obligation to update the information contained in this press release to reflect subsequently occurring events or circumstances.

GrafTech Announces the Pricing of Secondary Offering and Concurrent Share Buyback

BROOKLYN HEIGHTS, Ohio — August 8, 2018 — GrafTech International Ltd. (NYSE: EAF) (the “Company”) today announced the pricing of a secondary offering of its common stock, which was upsized from 20,000,000 shares to 23,000,000 shares. The shares have been offered by the majority stockholder, an affiliate of Brookfield Business Partners LP, a publicly listed business services and industrials company of Brookfield Asset Management Inc., at a price to the public of \$20.00 per share. The offering is expected to close on August 13, 2018, subject to customary closing conditions.

In connection with the offering, the selling stockholder has granted the underwriters a 30 day option to purchase up to an additional 3,450,000 shares of common stock.

J.P. Morgan Securities LLC and Credit Suisse Securities (USA) LLC have acted as joint lead book running managers and as representatives of the underwriters for the offering; Citigroup Global Markets Inc., RBC Capital Markets, LLC, HSBC Securities (USA) Inc. and BMO Capital Markets Corp. have acted as joint book running managers for the offering. CIBC Capital Markets, National Bank Financial Inc., Scotia Capital (USA) Inc. and TD Securities (USA) LLC have acted as co-managers for the offering.

A registration statement relating to these securities was declared effective as of August 8, 2018 by the Securities and Exchange Commission. The offering is being made only by means of the written prospectus forming part of the registration statement. When available, copies of the final prospectus relating to the offering may be obtained from: J.P. Morgan Securities LLC, Attention: J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions 1155 Long Island Avenue, Edgewood, NY 11717, or via telephone: 1-866-803-9204; or Credit Suisse Securities (USA) LLC, Attention: Prospectus Department, One Madison Avenue, New York, NY 10010, or by telephone at (800) 221-1037, or by email at newyork.prospectus@credit-suisse.com.

In addition, the Company has entered into a share repurchase agreement with the selling stockholder pursuant to which it will repurchase 11,688,311 shares from Brookfield. The price per share to be paid by the Company is equal to the price paid by the underwriters in the offering, net of underwriting commissions and discounts. The Company expects to fund the share repurchase from cash on hand. The share repurchase will be consummated concurrently with the offering. Although the share repurchase is conditioned upon, among other things, the closing of the offering, the closing of the offering is not conditioned upon the closing of the share repurchase.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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