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**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 14, 2018 (August 13, 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.

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**Item 8.01 Other Events.**

On August 13, 2018, GrafTech International Ltd. (the “Company”) issued a press release announcing the closing of an underwritten public secondary offering of its common stock by BCP IV GrafTech Holdings LP (the “Selling Stockholder”), the majority stockholder of the Company, and the Company’s concurrent repurchase, directly from the Selling Stockholder, of approximately \$225 million of the Company’s common stock. The Company’s press release, dated August 13, 2018, is filed herewith as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release of GrafTech International Ltd., dated August 13, 2018.</a>

**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 14, 2018

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

**GrafTech Announces the Closing of its Secondary Offering and Concurrent Share Buyback**

BROOKLYN HEIGHTS, Ohio — August 13, 2018 — GrafTech International Ltd. (NYSE: EAF) (the “Company”) today announced the closing of its secondary offering of 23,000,000 shares of its common stock. The shares were sold 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.

In connection with the offering, the selling stockholder 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 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. 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 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 was made only by means of the written prospectus forming part of the registration statement. 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](mailto:newyork.prospectus@credit-suisse.com).

In addition, pursuant to a share repurchase agreement with the selling stockholder, the Company repurchased 11,688,311 shares from Brookfield. The price per share paid by the Company is equal to the price paid by the underwriters in the offering net of underwriting commissions and discounts. The Company funded the share repurchase from cash on hand. The share repurchase was consummated concurrently with the offering.

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.

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