

GRAFTECH INTERNATIONAL LTD

Form SC 13D/A

March 28, 2014

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 7)\***

**GRAFTECH INTERNATIONAL LTD.**

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

384313201

(CUSIP Number)

Stephen Fraidin  
Kirkland & Ellis LLP  
601 Lexington Avenue  
New York, New York 10022  
212-446-4840

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Not applicable

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**CUSIP No. 384313201**

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES ONLY)  
Daniel Milikowsky

**2** CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (SEE  
INSTRUCTIONS)  
(a)    
(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE  
INSTRUCTIONS)  
OO

**5** CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OR  
ORGANIZATION  
United States

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	SOLE VOTING POWER 2,559,358 shares
	<b>8</b>	SHARED VOTING POWER 6,198,383 shares
	<b>9</b>	SOLE DISPOSITIVE POWER 2,559,358 shares
	<b>10</b>	SHARED DISPOSITIVE POWER 6,198,283 shares

**11** AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
PERSON  
8,757,741 shares

**12** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES  
 (1)

**13** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
6.4% (1)

**14** TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)  
IN



1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES ONLY)  
Daniel Milikowsky Family Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (SEE  
INSTRUCTIONS)  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)  
OO

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OR  
ORGANIZATION  
United States

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	SOLE VOTING POWER 0 shares
	<b>8</b>	SHARED VOTING POWER 4,941,023 shares
	<b>9</b>	SOLE DISPOSITIVE POWER 0 shares
	<b>10</b>	SHARED DISPOSITIVE POWER 4,941,023 shares

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
PERSON  
4,941,023 shares

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
3.6%

14 TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)  
IN



**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES ONLY)  
The Daniel & Sharon Milikowsky Family  
Foundation, Inc.

**2** CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (SEE  
INSTRUCTIONS)  
(a)   
(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE  
INSTRUCTIONS)  
OO

**5** CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OR  
ORGANIZATION  
United States

**7** NUMBER OF  
SHARES  
SOLE VOTING POWER  
0 shares

**8** BENEFICIALLY  
OWNED BY  
SHARED VOTING POWER  
1,257,360 shares

**9** EACH  
REPORTING  
PERSON  
SOLE DISPOSITIVE POWER  
0 shares

**10** WITH  
SHARED DISPOSITIVE POWER  
1,257,360 shares

**11** AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
PERSON  
1,257,360 shares

**12** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

0.9%

**14** TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

IN



CUSIP No. 384313201

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NOS. OF  
 ABOVE PERSONS (ENTITIES ONLY)  
 Nathan Milikowsky

2 CHECK THE APPROPRIATE BOX IF A  
 MEMBER OF A GROUP (SEE  
 INSTRUCTIONS)  
 (a)   
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
 INSTRUCTIONS)  
 OO

5 CHECK BOX IF DISCLOSURE OF  
 LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OR  
 ORGANIZATION  
 United States

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	SOLE VOTING POWER 6,415,361 shares
	<b>8</b>	SHARED VOTING POWER 87,360 shares (1)
	<b>9</b>	SOLE DISPOSITIVE POWER 6,415,361 shares
	<b>10</b>	SHARED DISPOSITIVE POWER 87,360 shares (1)

11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 PERSON  
 6,502,721 shares (1)

12 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES  
 (1)

13 PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (11)  
 4.8% (1)

14 TYPE OF REPORTING PERSON (SEE  
 INSTRUCTIONS)  
 IN

(1) Excludes 760,760 shares held by an entity beneficially owned by Nathan Milikowsky's wife.

NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES ONLY)

The Rebecca and Nathan Milikowsky  
Family Foundation

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP (SEE  
INSTRUCTIONS)

(a)

(b)

SEC USE ONLY

SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

OO

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

CITIZENSHIP OR PLACE OR  
ORGANIZATION

United States

		SOLE
	7	VOTING POWER
		0 shares
		SHARED
<b>NUMBER OF</b>		VOTING
<b>SHARES BENEFICIALLY</b>	8	POWER
<b>OWNED BY</b>		87,360 shares
<b>EACH</b>		SOLE
<b>REPORTING</b>		DISPOSITIVE
<b>PERSON</b>	9	POWER
<b>WITH</b>		0 shares
		SHARED
	10	DISPOSITIVE
		POWER
		87,360 shares

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
PERSON

87,360 shares

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
0.0%  
TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)  
IN

NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES ONLY)

NM GTI Investments LLC

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP (SEE  
INSTRUCTIONS)

(a)

(b)

SEC USE ONLY

SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

OO

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR PLACE OR  
ORGANIZATION

United States

	SOLE
	VOTING
<b>7</b>	<b>POWER</b>
	6,239, 204
	shares
<b>NUMBER OF</b>	<b>SHARED</b>
<b>SHARES BENEFICIALLY</b>	<b>VOTING</b>
<b>8 OWNED BY</b>	<b>POWER</b>
<b>EACH</b>	0 shares
<b>REPORTING</b>	<b>SOLE</b>
<b>PERSON</b>	<b>DISPOSITIVE</b>
<b>WITH</b>	<b>9 POWER</b>
	6,239, 204
	shares
	<b>SHARED</b>
	<b>DISPOSITIVE</b>
<b>10</b>	<b>POWER</b>
	0 shares

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
PERSON

6,239,204 shares

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

[ ]  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
4.6%  
TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS  
IN

**EXPLANATORY NOTE**

This Amendment No. 7 to Schedule 13D amends and restates or amends and supplements, where indicated, the Statement on Schedule 13D relating to the Common Stock of the Issuer by Daniel Milikowsky and Nathan Milikowsky filed with the Securities and Exchange Commission on December 10, 2010, as amended by Amendment No. 6 to Schedule 13D filed with the Securities and Exchange Commission on March 25, 2014, Amendment No. 5 to Schedule 13D filed with the Securities and Exchange Commission on March 11, 2014, Amendment No. 4 to Schedule 13D filed with the Securities and Exchange Commission on January 30, 2014, Amendment No. 3 to Schedule 13D filed with the Securities and Exchange Commission on January 24, 2014, Amendment No. 2 to Schedule 13D filed with the Securities and Exchange Commission on January 8, 2014 and by Amendment No. 1 to Schedule 13D filed with the Securities and Exchange Commission on February 14, 2011 (the "Schedule 13D"). Capitalized terms used in this Amendment No. 7 and not otherwise defined herein have the meanings given to them in the Schedule 13D.

Item 4. Purpose of Transaction.

*Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information immediately after the last paragraph thereof:*

On March 27, 2014, Mr. Matthew Solum of Kirkland and Ellis LLP, counsel to Mr. Nathan Milikowsky, sent a letter, on behalf of Mr. Nathan Milikowsky, to Mr. Joel Hawthorne, President and CEO of the Issuer, requesting that the Reporting Person be given access to, and copies of, certain information and documents regarding the Company pursuant to Section 220 of the Delaware General Corporation Law and other applicable law (the "220 Request"). A copy of the 220 Request is filed herewith as Exhibit 1 and is incorporated herein by reference. Any description herein of the 220 Request is qualified in its entirety by reference to the 220 Request filed herewith.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 - 220 Request

**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 28, 2014

/s/ Daniel Milikowsky  
Daniel Milikowsky  
/s/ Nathan Milikowsky  
Nathan Milikowsky

NM GTI Investments LLC

/s/ Nathan Milikowsky  
By: Nathan Milikowsky  
Title: Member

The Rebecca and Nathan Milikowsky Family Foundation

/s/ Nathan Milikowsky  
By: Nathan Milikowsky  
Title: Trustee

Daniel Milikowsky Family Holdings, LLC

/s/ Daniel Milikowsky  
By: Daniel Milikowsky  
Title: Investment Manager

The Daniel and Sharon Milikowsky Family Foundation, Inc.

/s/ Daniel Milikowsky  
By: Daniel Milikowsky  
Title: President

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