

GRAFTECH INTERNATIONAL LTD
Form SC 13D/A
January 08, 2014
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

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

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Daniel Milikowsky.

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

2(a) S

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

5 2(e)

£

6 CITIZENSHIP OR PLACE OR ORGANIZATION

United States

**NUMBER OF
SHARES BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

7 SOLE VOTING POWER

2,559,358 shares

8 SHARED VOTING POWER

6,198,383 shares

9 SOLE DISPOSITIVE POWER

2,559,358 shares

10 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

CUSIP No. 384313201

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Nathan Milikowsky.

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

2(a) S

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

5 2(e)

£

6 CITIZENSHIP OR PLACE OR ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

6,415,361 shares

8 SHARED VOTING POWER

87,360 shares (1)

9 SOLE DISPOSITIVE POWER

6,415,361 shares

10 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

S (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.

This Amendment No. 2 to Schedule 13D amends and restates, 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. 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. 2 and not otherwise defined herein have the meanings given to them in the Schedule 13D.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and replaced in its entirety with the following language:

This statement is being filed by Nathan Milikowsky and Daniel Milikowsky, who are referred to collectively herein as the "Reporting Persons."

The address of the principal business office of Daniel Milikowsky is Hamden Center II, 2321 Whitney Ave, Suite 105, Hamden, CT 06518-3524. The address of the principal business office of Nathan Milikowsky is 822 Boylston Street, Suite 106, Chestnut Hill, MA 02467.

The principal business of Nathan Milikowsky is the management of his investments. Daniel Milikowsky's principal business is steel trading through Jordan International.

The Reporting Persons are United States citizens.

During the five years prior to the date hereof, neither of the Reporting Persons has been convicted in a criminal proceeding or has been a party to a civil proceeding ending in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and replaced in its entirety with the following language:

The shares of Common Stock beneficially owned by the Reporting Persons were (i) in the case of certain shares of Common Stock beneficially owned by Nathan Milikowsky and all of the shares of Common Stock beneficially owned by Daniel Milikowsky, acquired on November 30, 2010 in exchange for equity interests held by the Reporting Persons in Seadrift Coke L.P. and in C/G Electrodes LLC and (ii) in the case of certain shares of Common Stock beneficially owned by Nathan Milikowsky, awarded to Nathan Milikowsky for service as a director of the Issuer.

The Reporting Persons and their representatives intend to engage in discussions from time to time with the directors and management of the Issuer, other stockholders of the Issuer and other relevant parties with respect to the Issuer. These discussions may include, without limitation, matters relating to the composition of the board of directors of the Issuer, its financial condition, business, assets, operations, capital structure, strategic plans and one or more of the other actions described in subsections (a) through (j) of Item 4 of Schedule 13D.

The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors, including, without limitation, the Issuer's strategic direction and financial position, actions taken or failures to act by the board of directors of the Issuer, price levels of shares of Common Stock, market conditions and general economic and industry conditions, the Reporting Persons may take such actions with respect to their investments in the Issuer as they deem appropriate, including, without limitation, purchasing additional shares of Common Stock or other financial instruments related to the Issuer or selling some or all of their beneficial or economic holdings, engaging in hedging or similar transactions with respect to securities relating to the Issuer, engaging in a proxy contest and/or otherwise changing their intention with respect to any and all matters referred to in Item 4 of Schedule 13D and taking any action with respect to such matters.

Item 5. Interest in Securities of the Issuer.

The Reporting Persons may be deemed to beneficially own an aggregate of 15,260,462 shares of Common Stock, which represents approximately 11.2% of the 135,189,364 shares of the Issuer's Common Stock outstanding, on (a) October 15, 2013, according to information provided in the Issuer's public filings. Daniel Milikowsky disclaims the beneficial ownership of all shares beneficially owned by Nathan Milikowsky. Nathan Milikowsky disclaims beneficial ownership of shares held by his wife and Daniel Milikowsky.

(b) The amount and nature of the voting and investment power held by each of the Reporting Persons, is as follows:

| | Daniel Milikowsky | Nathan Milikowsky |
|--|-------------------|-------------------|
| Sole power to vote or to direct the vote | 2,559,358 | 6,415,361 |
| Shared power to vote or to direct the vote | 6,198,383 | 87,360 |
| Sole power to dispose or to direct the disposition | 2,559,358 | 6,415,361 |
| Shared power to dispose or to direct the disposition | 6,198,383 | 87,360 |

(c) In the past 60 days, neither of the Reporting Persons has effected any transaction in the Common Stock.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 - Agreement regarding filing of joint Schedule 13D.

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: January 8, 2014

/s/ Daniel Milikowsky
Daniel Milikowsky

/s/ Nathan Milikowsky
Nathan Milikowsky

EXHIBIT 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of shares of stock of GrafTech International Ltd.

Executed this 8th day of January, 2014.

/s/ Daniel Milikowsky
Daniel Milikowsky

/s/ Nathan Milikowsky
Nathan Milikowsky