

GRAFTECH INTERNATIONAL LTD
Form SC 13G
February 13, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

GrafTech International Ltd.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

384313 508
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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*).

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

BCP GP Limited

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Ontario, Canada

SOLE VOTING POWER

⁵
0

NUMBER OF
SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY

⁶ 229,440,087

EACH

SOLE DISPOSITIVE POWER

REPORTING

⁷
0

PERSON WITH

SHARED DISPOSITIVE POWER

⁸
229,440,087

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

229,440,087

10 CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

79.0%(1)

12 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

CO

- (1) Calculated based on 290,537,612 shares of Common Stock (as defined below) of the Issuer (as defined below) outstanding as of October 15, 2018 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the "Commission") on November 2, 2018.

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

Brookfield Capital Partners Ltd.

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Ontario, Canada

SOLE VOTING POWER

⁵
0

NUMBER OF
SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY

⁶ 229,440,087

EACH
REPORTING PERSON WITH

SOLE DISPOSITIVE POWER

⁷
0

SHARED DISPOSITIVE POWER

⁸
229,440,087

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

229,440,087

10 CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

79.0%(1)

12

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

- (1) Calculated based on 290,537,612 shares of the Issuer's Common Stock outstanding as of October 15, 2018 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 2, 2018.

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

BPE IV (Non-Cdn) GP LP

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Manitoba, Canada

SOLE VOTING POWER

⁵
0

NUMBER OF
SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY

⁶ 229,440,087

EACH
REPORTING PERSON WITH

SOLE DISPOSITIVE POWER

⁷
0

SHARED DISPOSITIVE POWER

⁸ 229,440,087

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

229,440,087

10 CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

79.0%(1)

12

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

- (1) Calculated based on 290,537,612 shares of the Issuer's Common Stock outstanding as of October 15, 2018 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 2, 2018.

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

BCP IV GrafTech Holdings LP

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

SOLE VOTING POWER

⁵
0

NUMBER OF
SHARES

SHARED VOTING POWER

BENEFICIALLY ⁶ 229,440,087

OWNED BY
EACH

SOLE DISPOSITIVE POWER

REPORTING ⁷
0

PERSON WITH
SHARED DISPOSITIVE POWER

⁸
229,440,087

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

229,440,087

10 CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

79.0%(1)

12

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

- (1) Calculated based on 290,537,612 shares of the Issuer's Common Stock outstanding as of October 15, 2018 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 2, 2018.

Item 1.

(a). Name of Issuer. GrafTech International Ltd. (the “Issuer”)

(b). Address of Issuer's Principal Executive Offices

982 Keynote Circle

Brooklyn Heights, Ohio 44131

Item 2.

(a). This statement is being filed jointly by each of the following persons (each a “Reporting Person”):

BCP GP Limited;

Brookfield Capital Partners Ltd.;

BPE IV (Non-Cdn) GP LP; and

BCP IV GrafTech Holdings LP (“BCP IV”).

BCP IV directly holds an aggregate of 229,440,087 shares of the Common Stock. The general partner of BCP IV is BPE IV (Non-Cdn) GP LP, and the general partner of BPE IV (Non-Cdn) GP LP is Brookfield Capital Partners Ltd. BCP GP Limited is the sole shareholder of Brookfield Capital Partners Ltd.

Each of the Reporting Persons other than BCP IV is an indirect parent of BCP IV, and may therefore be deemed to beneficially own the shares of Common Stock that are directly held by BCP IV. Each of the Reporting Persons disclaims beneficial ownership of all shares of Common Stock that is directly held by BCP IV, except to the extent of any indirect pecuniary interest therein.

*Attached as Exhibit 1 is a copy of an agreement among the Reporting Persons that this Schedule 13G is being filed on behalf of each of them.

(b). Address of Principal Business Office or, if none, Residence

The address of each of Reporting Person is:

c/o Brookfield Asset Management Inc.

181 Bay Street, Suite 300, Bay Wellington Tower

Toronto, Ontario, Canada, M5J 2T3

(c) Citizenship. See responses to Item 4 on each cover page.

(d) Title of Class of Securities. Common Stock, \$0.01 par value per share (“Common Stock”)

(e) CUSIP Number. 384313 508

Item 3. Not applicable.

Item 4. Ownership

(a) Amount Beneficially Owned:

See responses to Item 9 on each cover page.

(b) Percent of Class:

See responses to Item 11 on each cover page.

(c) **Number of shares as to which such person has:**

(i) Sole power to vote or to direct the vote:

See responses to Item 5 on each cover page.

(ii) Shared power to vote or to direct the vote:

See responses to Item 6 on each cover page.

(iii) Sole power to dispose or to direct the disposition of:

See responses to Item 7 on each cover page.

(iv) Shared power to dispose or to direct the disposition of:

See responses to Item 8 on each cover page.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Identification and Classification of the Subsidiary Which Acquired the Security

Item 7.

Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2019

**BCP GP
LIMITED**

By: /s/ A.J. Silber

Name: A.J. Silber
Title: Director

**BROOKFIELD
CAPITAL
PARTNERS
LTD.**

By: /s/ A.J. Silber

Name: A.J. Silber
Title: Officer

**BPE IV
(NON-CDN) GP
LP, by its general
partner,
BROOKFIELD
CAPITAL
PARTNERS
LTD.**

By: /s/ A.J. Silber

Name: A.J. Silber
Title: Officer

**BCP IV
GRAFTECH
HOLDINGS LP,
by its general**

partner, **BPE IV
(NON-CDN) GP
LP**, by its general
partner,
**BROOKFIELD
CAPITAL
PARTNERS
LTD.**

By: /s/ A.J. Silber

Name: A.J. Silber
Title: Officer

EXHIBIT INDEX

Exhibit No.

1 Joint Filing Agreement, dated February 13, 2019