

GRAFTECH INTERNATIONAL LTD

Form DFAN14A

April 01, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material under §240.14a-12

GRAFTECH INTERNATIONAL LTD.

(Name of Registrant as Specified In Its Charter)

NATHAN MILIKOWSKY

DANIEL MILIKOWSKY

NM GTI INVESTMENTS LLC

DANIEL MILIKOWSKY FAMILY HOLDINGS, LLC

THE DANIEL AND SHARON MILIKOWSKY FAMILY FOUNDATION, INC.

THE REBECCA AND NATHAN MILIKOWSKY FAMILY FOUNDATION

KAREN FINERMAN

DAVID R. JARDINI

FRANK A. RIDDICK III

CARROLL R. WETZEL, JR

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☐ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

£ Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**NATHAN MILIKOWSKY
DANIEL MILIKOWSKY
NM GTI INVESTMENTS LLC
DANIEL MILIKOWSKY FAMILY HOLDINGS, LLC
THE DANIEL AND SHARON MILIKOWSKY FAMILY FOUNDATION, INC.
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FRANK A. RIDDICK III
CARROLL R. WETZEL, JR.**

As part of the Reporting Person's continuing discussions or communications with the Issuer's management, board of directors and shareholders, and public statements, relating to the Issuer's upcoming annual meeting, the Reporting Person intends to use a presentation (the "Presentation"). A copy of the Presentation is filed herewith as Exhibit 1 and is incorporated herein by reference, and any descriptions herein of the Presentation are qualified in their entirety by reference to the Presentation filed herewith.

On February 25, 2014, save graftech filed a preliminary proxy statement with the Securities and Exchange Commission (the "SEC") in connection with the 2014 annual meeting of the Company. The preliminary proxy statement is available at no charge on the SEC's web site at www.sec.gov and contains information related to the participants and a description of the participant's direct or indirect interests, by security holdings. The Participants intend to file a definitive proxy statement and accompanying proxy card to be used to solicit proxies from the stockholders of the Company. All stockholders of the Company are advised to read the proxy statement and other documents related to the solicitation of proxies by the Participants when they become available because they contain important information, including additional information related to the Participants and a description of their direct or indirect interests. When completed, the definitive proxy statement and form of proxy will be furnished to some or all of the stockholders of the Company and will, along with the preliminary proxy STATEMENT and other relevant documents, be available at no charge on the SEC's web site at www.sec.gov, or by CONTACTING D.F. KING & CO., INC. BY TELEPHONE AT THE FOLLOWING NUMBERS: BANKS AND BROKERS CALL COLLECT: (212) 269-5550 AND ALL OTHERS, INCLUDING SHAREHOLDERS, CALL TOLL-FREE: (800) 628-8532.