

BCP GP Ltd
Form 4
August 14, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BCP GP Ltd

2. Issuer Name and Ticker or Trading Symbol
GRAFTECH INTERNATIONAL LTD [EAF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O BROOKFIELD ASSET MANAGEMENT INC., 181 BAY ST, STE. 300

3. Date of Earliest Transaction (Month/Day/Year)
08/13/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
See Remarks

(Street)

TORONTO, A6 M5J2T3

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

Common Stock

08/13/2018

S

23,000,000

D

\$ 20

241,128,398

I

See Explanation of Responses (1) (2) (4)

Common Stock

08/13/2018

S

11,688,311

D

\$ 19.25

229,440,087

I

See Explanation of Responses (1) (3) (4)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BCP GP Ltd C/O BROOKFIELD ASSET MANAGEMENT INC. 181 BAY ST, STE. 300 TORONTO, A6 M5J2T3	X	X		See Remarks
Brookfield Capital Partners Ltd. C/O BROOKFIELD ASSET MANAGEMENT INC. 181 BAY ST, STE. 300 TORONTO, A6 M5J2T3	X	X		
BPE IV (Non-Cdn) C/O BROOKFIELD ASSET MANAGEMENT INC. 181 BAY ST, STE. 300 TORONTO, A6 M5J2T3	X	X		
BCP IV GrafTech Holdings L.P. C/O BROOKFIELD ASSET MANAGEMENT INC. 181 BAY ST, STE. 300 TORONTO, A6 M5J2T3	X	X		

Signatures

/s/ AJ Silber, as Vice President of BCP GP LTD	08/14/2018
__Signature of Reporting Person	Date
/s/ AJ Silber, as Officer of Brookfield Capital Partners Ltd.	08/14/2018
__Signature of Reporting Person	Date
/s/ AJ Silber, as Officer of BPE IV (Non-Cdn) GP LP, general partner of BCP IV GrafTech Holdings L.P.	08/14/2018
__Signature of Reporting Person	Date
/s/ AJ Silber, as Officer of Brookfield Capital Partners Ltd., general partner of BPE IV (Non-Cdn) GP LP	08/14/2018
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Common Stock held directly by BCP IV GrafTech Holdings LP ("BCP IV"), a Delaware limited partnership.
- (2) On August 13, 2018, BCP IV sold 23,000,000 shares of Common Stock in an underwritten public secondary offering (the "Offering").
On August 13, 2018, GrafTech International Ltd. ("Issuer") repurchased, directly from BCP IV, 11,688,311 shares of Common Stock.
- (3) The price per share paid by the Issuer is equal to the price paid by the underwriters in the Offering, net of underwriting commissions and discounts.

Each of the Reporting Persons, as an indirect parent of BCP IV, may be deemed to have an indirect pecuniary interest in an indeterminate portion of the shares of Common Stock that are directly beneficially owned by BCP IV. In accordance with Instruction
- (4) 4(b)(iv), the entire amount of the Common Stock held by BCP IV is reported herein. Each of the Reporting Persons disclaims beneficial ownership of all shares of Common Stock that is beneficially owned by BCP IV, except to the extent of any indirect pecuniary interest therein.

Remarks:

Ron A. Bloom, Jeffrey C. Dutton and Denis A. Turcotte, Managing Partners of Brookfield Asset Management Inc., a corporation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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