

GRAFTECH INTERNATIONAL LTD

Form 8-K

May 16, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 14, 2014**

**GRAFTECH INTERNATIONAL LTD.**

**(Exact Name of Registrant as Specified in its Charter)**

**(State or Other Jurisdiction  
of Incorporation)**

**(Commission  
File Number)  
12900 Snow Road**

**(I.R.S. Employer  
Identification Number)**

**Parma, Ohio 44130**

**(Address of Principal Executive Offices, including Zip Code)**

**Registrant's Telephone Number, including Area Code: 216-676-2000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 14, 2014, GrafTech International Ltd. (the Company or GrafTech ) announced that, in connection with the retirement of Executive Chairman Craig S. Shular on May 15, 2014, the Compensation Committee made the following adjustments to Mr. Shular s outstanding equity awards: restricted stock units and options that would have vested in November and December 2014, prior to his previously scheduled retirement in December 2014, will now vest on May 15<sup>th</sup> and be payable or exercisable, as applicable, immediately; and all outstanding vested options remain exercisable until the earlier of May 15, 2017 or the expiration of the option term.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**GRAFTECH INTERNATIONAL LTD.**

Date: May 16, 2014

By: /s/ John D. Moran  
John D. Moran

*Vice President, General Counsel and Secretary*