

GRAFTECH INTERNATIONAL LTD

Form 8-K

March 21, 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): March 20, 2014

GRAFTECH INTERNATIONAL LTD.  
(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation)	1-13888  (Commission File Number)	27-2496053  (I.R.S. Employer Identification Number)
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12900 Snow Road  
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 8.01 Other Events.

GrafTech International Ltd. (the “Company” or “GrafTech”) announced today that it has made two separate settlement offers to the Daniel and Nathan Milikowsky Group. The Daniel and Nathan Milikowsky Group, which has nominated five directors to stand for election to the Company’s existing seven person Board of Directors (the “Board”) at the Company’s 2014 Annual Meeting of Stockholders, has rejected both offers.

A copy of the Company’s press releases announcing the rejection of such offers is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

**IMPORTANT ADDITIONAL INFORMATION:** GrafTech and its directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the 2014 Annual Meeting. GrafTech plans to file with the SEC a definitive proxy statement and WHITE proxy card in connection with the 2014 Annual Meeting (the “2014 Proxy Materials”). The 2014 Proxy Materials will contain important information about GrafTech, the 2014 Annual Meeting and related matters. Stockholders are urged to read the 2014 Proxy Materials and accompanying WHITE proxy card carefully when they are available. Stockholders will be able to obtain free copies of the 2014 Proxy Materials and other documents filed with the SEC by GrafTech through the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov) and on GrafTech’s web site at <http://ir.graftech.com/>.

Information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the 2014 Proxy Materials.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit Description
99.1	Press release dated March 20, 2014

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.

Date: March 20, 2014

GRAFTECH INTERNATIONAL LTD.

By: /s/ John D. Moran

John D. Moran

Vice President, General Counsel and Secretary

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Names of Reporting Persons

1 I.R.S. Identification Nos. of Above Persons (entities only)

Kenneth Kao

(a) ..

2 Check the Appropriate Box if a Member of a Group

(b) ..

3 SEC Use Only

4 Citizenship or Place of Organization

USA

Number of 5 Sole Voting Power 0  
Shares

Beneficially 6 Shared Voting Power 12,221,784

Owned by

Each 7 Sole Dispositive Power 0

Reporting

Person 8 Shared Dispositive Power 12,221,784

With

9 Aggregate Amount Beneficially Owned by Each Reporting Person 12,221,784

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares ..

11 Percent of Class Represented by Amount in Row (9) 6.37%

12 Type of Reporting Person IN

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**Item 1(a)** Name of Issuer: Garmin Ltd.

**Item 1(b)** Address of Issuer's Principal Executive Offices: Mühentalstrasse 2, 8200 Schaffhausen, Switzerland

**Item 2(a)** Name of Person Filing: (i) Min H. Kao

(ii) Yu-Fan C. Kao

(iii) Jennifer Kao

(iv) Kenneth Kao

**Item 2(b)** Address of Principal Business Office or, if none, Residence: 1200 East 151<sup>st</sup> Street, Olathe, Kansas 66062 for each person listed in 2(a)(i) - (iv)

**Item 2(c)** Citizenship: USA for each person listed in 2(a)(i)-(iv)

**Item 2(d)** Title of Class of Securities: Registered Shares

**Item 2(e)** CUSIP Number: H2906T 109

**Item 3.** If this statement is filed pursuant to § § 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) " Bank is defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) " An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) " An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);



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(h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) " Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

x Not applicable. (For each person listed in 2(a)(i)-(iv))

#### Item 4. Ownership

##### Amount

(a) beneficially  
owned:

Min H. Kao	33,605,222(1)
Yu-Fan C. Kao	29,651,392(2)
Jennifer Kao	12,221,784(3)
Kenneth Kao	12,221,784(3)

(b) Percent of class:

Min H. Kao	17.52%
Yu-Fan C. Kao	15.46%
Jennifer Kao	6.37 %
Kenneth Kao	6.37 %

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

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

Min H. Kao	9,161,654
Yu-Fan C. Kao	5,207,824
Jennifer Kao	0
Kenneth Kao	0

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

Min H. Kao	24,443,568
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Yu-Fan C. Kao	24,443,568
Jennifer Kao	12,221,784
Kenneth Kao	12,221,784
(iii) sole power to dispose or to direct the disposition of:	
Min H. Kao	9,161,654
Yu-Fan C. Kao	5,207,824
Jennifer Kao	0
Kenneth Kao	0
(iv) shared power to dispose or to direct the disposition of:	
Min H. Kao	24,443,568
Yu-Fan C. Kao	24,443,568
Jennifer Kao	12,221,784
Kenneth Kao	12,221,784

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(1) Of the 33,605,222 Registered Shares, (i) 9,161,654 Registered Shares are held by the Min-Hwan Kao Revocable Trust 9/28/95, over which Registered Shares Min H. Kao has sole voting and dispositive power, and (ii) 24,443,568 Registered Shares are held by revocable trusts established by Jennifer Kao and Kenneth Kao, the children of Min H. Kao and Yu-Fan C. Kao, for which Min H. Kao and Yu-Fan C. Kao are co-trustees and together share voting and dispositive power with respect to those Registered Shares. In addition to the 33,605,222 Registered Shares reported, 5,207,824 Registered Shares are held by the Yu-Fan C. Kao Revocable Trust 9/28/95, over which Registered Shares Min H. Kao's spouse has sole voting and dispositive power. Min H. Kao disclaims beneficial ownership of these 5,207,824 Registered Shares.

(2) Of the 29,651,392 Registered Shares, (i) 5,207,824 Registered Shares are held by the Yu-Fan C. Kao Revocable Trust 9/28/95, over which Registered Shares Yu-Fan C. Kao has sole voting and dispositive power, and (ii) 24,443,568 Registered Shares are held by revocable trusts established by Jennifer Kao and Kenneth Kao, the children of Min H. Kao and Yu-Fan C. Kao, for which Min H. Kao and Yu-Fan C. Kao are co-trustees and together share voting and dispositive power with respect to those Registered Shares. In addition to the 29,651,392 Registered Shares reported, 9,161,654 Registered Shares are held by the Min-Hwan Kao Revocable Trust 9/28/95, over which Registered Shares Yu-Fan C. Kao's spouse has sole voting and dispositive power. Yu-Fan C. Kao disclaims beneficial ownership of these 9,161,654 Registered Shares.

(3) A revocable trust established by Jennifer Kao holds 12,221,784 Registered Shares and a revocable trust established by Kenneth Kao holds 12,221,784 Registered Shares. Min H. Kao and Yu-Fan C. Kao are co-trustees for each of these trusts and together share voting and dispositive power with respect to the Registered Shares held by those trusts. However, Jennifer Kao may be deemed the beneficial owner of the 12,221,784 Registered Shares held by the trust that she established because she has the power to revoke that trust, and Kenneth Kao may be deemed the beneficial owner of the 12,221,784 Registered Shares held by the trust that he established because he has the power to revoke that trust.

#### 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 five percent of the class of securities, check the following. "

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

Not Applicable

#### Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on  
By the Parent Holding Company

Not Applicable

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Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

Not Applicable

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**SIGNATURES**

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

Dated: February 3, 2015

By: /s/ Min H. Kao  
Name: Min H. Kao

By: /s/ Yu-Fan C. Kao  
Name: Yu-Fan C. Kao

By: /s/ Min H. Kao by Min H. Kao, attorney-in-fact  
Name: Jennifer Kao

By: /s/ Min H. Kao by Min H. Kao, attorney-in-fact  
Name: Kenneth Kao

Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among Min H. Kao, Yu-Fan C. Kao, Jennifer Kao and Kenneth Kao, this statement on Schedule 13G is filed on behalf of each of them.

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EXHIBIT I

**JOINT FILING AGREEMENT**

Each of the undersigned hereby agrees that the Schedule 13G filed herewith is filed jointly, pursuant to Rule 13d-1(f)(1) of the Securities Exchange Act of 1934, as amended, on behalf of each of them.

Dated: February 3, 2015

MIN H. KAO

By: /s/ Min H. Kao  
Name: Min H. Kao

YU-FAN C. KAO

By: /s/ Yu-Fan C. Kao  
Name: Yu-Fan C. Kao

JENNIFER KAO

By: /s/ Min H. Kao                      by Min H. Kao, attorney-in-fact  
Name: Jennifer Kao

KENNETH KAO

By: /s/ Min H. Kao                      by Min H. Kao, attorney-in-fact  
Name: Kenneth Kao