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SEATTLE GENETICS INC /WA
Form SC 13D
May 17, 2004

OMB APPROVAL

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Schedule 13D
Cusip No. 812578102

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

SCHEDULE 13D
(Rule 13d-101)

Under the Securities Exchange Act of 1934

Seattle Genetics, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

812578102

(CUSIP Number)

Phillip Isom, Esq.
O'Melveny & Myers LLP
7 Times Square
New York, NY 10036
Telephone: (212) 408-2418

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

May 8, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

Note: Schedules filed in paper format shall include a signed original

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and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent. 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 disclosures provided in a prior cover page. The information required on this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes)

Page 1 of 37

Schedule 13D
Cusip No. 812578102

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	J.P. Morgan Partners (BHCA), L.P. 13-3371826

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) <input type="checkbox"/>
	(b) <input checked="" type="checkbox"/>

3	SEC USE ONLY

4	SOURCE OF FUNDS WC

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>

6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 5,760,349 (includes shares of Series A Convertible Preferred Stock)
	8 SHARED VOTING POWER 0
	9 SOLE DISPOSITIVE POWER 5,760,349 (includes shares of Series A Convertible Preferred Stock)
	10 SHARED DISPOSITIVE POWER 0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,760,349 (includes shares of Series A Convertible Preferred Stock)

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (1) <input checked="" type="checkbox"/>

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
12.5 %

14 TYPE OF REPORTING PERSON
PN

(1) The Reporting Person above is party to a voting agreement contained in the Investors Rights Agreement described herein. As a result, the parties to the Investors Rights Agreement may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act") with respect to 16,875,000 shares of Common Stock (defined herein), representing 29.6% of the outstanding voting power of the Issuer. The Reporting Person above disclaims beneficial ownership of any securities held by any other Reporting Person and the filing of this Statement on Schedule 13D shall not be deemed an admission that the Reporting Person above and any other person or persons constitute a "group" for purposes of Section 13(d)(3) of the Act or Rule 13d-5 thereunder.

Page 2 of 37

Schedule 13D
Cusip No. 812578102

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

J.P. Morgan Partners Global Investors, L.P.
13-4197054

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 912,791 (includes shares of Series A Convertible Preferred Stock)
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	8	SHARED VOTING POWER 0
--	---	--------------------------

	9	SOLE DISPOSITIVE POWER 912,791 (includes shares of Series A Convertible Preferred Stock)
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10 SHARED DISPOSITIVE POWER
0

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 912,791 (includes shares of Series A Convertible Preferred Stock)

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES(2) |X|

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 2.2 %

 14 TYPE OF REPORTING PERSON
 PN

 (2) The Reporting Person above is party to a voting agreement contained in the Investors Rights Agreement described herein. As a result, the parties to the Investors Rights Agreement may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act") with respect to 16,875,000 shares of Common Stock (defined herein), representing 29.6% of the outstanding voting power of the Issuer. The Reporting Person above disclaims beneficial ownership of any securities held by any other Reporting Person and the filing of this Statement on Schedule 13D shall not be deemed an admission that the Reporting Person above and any other person or persons constitute a "group" for purposes of Section 13(d)(3) of the Act or Rule 13d-5 thereunder.

Page 3 of 37

Schedule 13D
 Cusip No. 812578102

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

 J.P. Morgan Partners Global Investors A, L.P.
 26-0032493

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

 (a) |_
 (b) |X|

 3 SEC USE ONLY

 4 SOURCE OF FUNDS
 WC

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) or 2(e) |_

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

 SHARES BENEFICIALLY OWNED 7 SOLE VOTING POWER
 BY EACH REPORTING PERSON 124,436 (includes shares of Series A

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WITH		Convertible Preferred Stock)

8	SHARED VOTING POWER	0

9	SOLE DISPOSITIVE POWER 124,436 (includes shares of Series A Convertible Preferred Stock)	

10	SHARED DISPOSITIVE POWER	0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 124,436 (includes shares of Series A Convertible Preferred Stock)	

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES(3)	X

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.3 %	

14	TYPE OF REPORTING PERSON PN	

(3) The Reporting Person above is party to a voting agreement contained in the Investors Rights Agreement described herein. As a result, the parties to the Investors Rights Agreement may be deemed to constitute a "group" for purposes of Section 13(d) (3) of the Securities Exchange Act of 1934, as amended (the "Act") with respect to 16,875,000 shares of Common Stock (defined herein), representing 29.6% of the outstanding voting power of the Issuer. The Reporting Person above disclaims beneficial ownership of any securities held by any other Reporting Person and the filing of this Statement on Schedule 13D shall not be deemed an admission that the Reporting Person above and any other person or persons constitute a "group" for purposes of Section 13(d) (3) of the Act or Rule 13d-5 thereunder.

Page 4 of 37

Schedule 13D
Cusip No. 812578102

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	J.P. Morgan Partners Global Investors (Cayman), L.P. 13-4197057	

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X

3	SEC USE ONLY	

4	SOURCE OF FUNDS WC	

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER
463,298 (includes shares of Series A Convertible Preferred Stock)

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
463,298 (includes shares of Series A Convertible Preferred Stock)

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
463,298 (includes shares of Series A Convertible Preferred Stock)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (4)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.1 %

14 TYPE OF REPORTING PERSON
PN

(4) The Reporting Person above is party to a voting agreement contained in the Investors Rights Agreement described herein. As a result, the parties to the Investors Rights Agreement may be deemed to constitute a "group" for purposes of Section 13(d) (3) of the Securities Exchange Act of 1934, as amended (the "Act") with respect to 16,875,000 shares of Common Stock (defined herein), representing 29.6% of the outstanding voting power of the Issuer. The Reporting Person above disclaims beneficial ownership of any securities held by any other Reporting Person and the filing of this Statement on Schedule 13D shall not be deemed an admission that the Reporting Person above and any other person or persons constitute a "group" for purposes of Section 13(d) (3) of the Act or Rule 13d-5 thereunder.

Page 5 of 37

Schedule 13D
Cusip No. 812578102

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

J.P. Morgan Partners Global Investors (Cayman) II, L.P.
26-0005546

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 51,626 (includes shares of Series A Convertible Preferred Stock)
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 51,626 (includes shares of Series A Convertible Preferred Stock)
	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 51,626 (includes shares of Series A Convertible Preferred Stock)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (5)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.1 %

14 TYPE OF REPORTING PERSON
 PN

(5) The Reporting Person above is party to a voting agreement contained in the Investors Rights Agreement described herein. As a result, the parties to the Investors Rights Agreement may be deemed to constitute a "group" for purposes of Section 13(d) (3) of the Securities Exchange Act of 1934, as amended (the "Act") with respect to 16,875,000 shares of Common Stock (defined herein), representing 29.6% of the outstanding voting power of the Issuer. The Reporting Person above disclaims beneficial ownership of any securities held by any other Reporting Person and the filing of this Statement on Schedule 13D shall not be deemed an admission that the Reporting Person above and any other person or persons constitute a "group" for purposes of Section 13(d) (3) of the Act or Rule 13d-5 thereunder.

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Julian C. Baker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		7,312,500
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		7,312,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,312,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
15.4%

14 TYPE OF REPORTING PERSON
IN

Page 7 of 37

Schedule 13D
Cusip No. 812578102

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Felix J. Baker

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 7,312,500
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 7,312,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,312,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
15.4%

14 TYPE OF REPORTING PERSON
IN

Schedule 13D
Cusip No. 812578102

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

Delphi Ventures VI, L.P.
42-1561726

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

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4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) |__|

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 2,227,725 (includes 1,980,200 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock and 247,525 shares of Common Stock issuable upon exercise of the Warrants)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 2,227,725 (includes 1,980,200 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock and 247,525 shares of Common Stock issuable upon exercise of the Warrants)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,227,725 (includes 1,980,200 shares of Common Stock issuable upon
conversion of the Series A Convertible Preferred Stock and 247,525
shares of Common Stock issuable upon exercise of the Warrants)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES(6) |X|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.3 %

14 TYPE OF REPORTING PERSON
PN

(6) The Reporting Person above is party to a voting agreement contained in the Investors Rights Agreement described herein. As a result, the parties to the Investors Rights Agreement may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act") with respect to 16,875,000 shares of Common Stock (defined herein), representing 29.6% of the outstanding voting power of the Issuer. The Reporting Person above disclaims beneficial ownership of any securities held by any other Reporting Person and the filing of this Statement on Schedule 13D shall not be deemed an admission that the Reporting Person above and any other person or persons constitute a "group" for purposes of Section 13(d)(3) of the Act or Rule 13d-5 thereunder.

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Page 9 of 37

Schedule 13D
Cusip No. 812578102

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Delphi BioInvestments VI, L.P. 04-3760672

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <div style="text-align: right;">(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/></div>

3	SEC USE ONLY

4	SOURCE OF FUNDS WC

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>

6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 0
	8 SHARED VOTING POWER 22,275 (includes 19,800 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock and 2,475 shares of Common Stock issuable upon exercise of the Warrants)
	9 SOLE DISPOSITIVE POWER 0
	10 SHARED DISPOSITIVE POWER 22,275 (includes 19,800 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock and 2,475 shares of Common Stock issuable upon exercise of the Warrants)

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,275 (includes 19,800 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock and 2,475 shares of Common Stock issuable upon exercise of the Warrants)

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

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CERTAIN SHARES (7)

|X|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0 %

14 TYPE OF REPORTING PERSON
PN

 (7) The Reporting Person above is party to a voting agreement contained in the Investors Rights Agreement described herein. As a result, the parties to the Investors Rights Agreement may be deemed to constitute a "group" for purposes of Section 13(d) (3) of the Securities Exchange Act of 1934, as amended (the "Act") with respect to 16,875,000 shares of Common Stock (defined herein), representing 29.6% of the outstanding voting power of the Issuer. The Reporting Person above disclaims beneficial ownership of any securities held by any other Reporting Person and the filing of this Statement on Schedule 13D shall not be deemed an admission that the Reporting Person above and any other person or persons constitute a "group" for purposes of Section 13(d) (3) of the Act or Rule 13d-5 thereunder.

Page 10 of 37

Schedule 13D
Cusip No. 812578102

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

Delphi Management Partners VI, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |X|

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

|_ |

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

SHARES BENEFICIALLY OWNED
BY EACH REPORTING PERSON
WITH

7

SOLE VOTING POWER

0

8

SHARED VOTING POWER
2,250,000 (includes 2,000,000 shares
of Common Stock issuable upon
conversion of the Series A
Convertible Preferred Stock and
250,000 shares of Common Stock
issuable upon exercise of the

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Warrants)	
9	SOLE DISPOSITIVE POWER 0
10	SHARED DISPOSITIVE POWER 2,250,000 (includes 2,000,000 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock and 250,000 shares of Common Stock issuable upon exercise of the Warrants)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,250,000 (includes 2,000,000 shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock and 250,000 shares of Common Stock issuable upon exercise of the Warrants)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (8) X
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.3%
14	TYPE OF REPORTING PERSON 00

(8) The Reporting Person above is party to a voting agreement contained in the Investors Rights Agreement described herein. As a result, the parties to the Investors Rights Agreement may be deemed to constitute a "group" for purposes of Section 13(d) (3) of the Securities Exchange Act of 1934, as amended (the "Act") with respect to 16,875,000 shares of Common Stock (defined herein), representing 29.6% of the outstanding voting power of the Issuer. The Reporting Person above disclaims beneficial ownership of any securities held by any other Reporting Person and the filing of this Statement on Schedule 13D shall not be deemed an admission that the Reporting Person above and any other person or persons constitute a "group" for purposes of Section 13(d) (3) of the Act or Rule 13d-5 thereunder.

Page 11 of 37

Schedule 13D
Cusip No. 812578102

Item 1. Security and Issuer.

The class of equity securities to which this statement (this "Statement") relates is the Common Stock, par value \$0.001 per share (the "Common Stock") of Seattle Genetics, Inc., a Delaware corporation (the "Issuer" or "Company"). The Issuer's principal executive offices are located at 21823 -- 30th Drive S.E., Bothell, WA 98021.

Item 2. Identity and Background.

JPMP Reporting Persons

This Statement is being filed by: (i) J.P. Morgan Partners (BHCA),

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L.P., a limited partnership organized under the laws of Delaware ("JPMP (BHCA)"), whose principal office is located at 1221 Avenue of the Americas, New York, NY 10020, (ii) J.P. Morgan Partners Global Investors, L.P., a limited partnership organized under the laws of Delaware ("JPMP Global"), whose principal office is located at the same address as JPMP (BHCA), (iii) J.P. Morgan Partners Global Investors A, L.P., a limited partnership organized under the laws of Delaware ("JPMP Global A"), whose principal office is located at the same address as JPMP (BHCA), (iv) J.P. Morgan Partners Global Investors (Cayman), L.P., a limited partnership organized under the laws of the Cayman Islands ("JPMP Cayman"), whose principal office is located at the same address as JPMP (BHCA), and (v) J.P. Morgan Partners Global Investors (Cayman) II, L.P. a limited partnership organized under the laws of the Cayman Islands ("JPMP Cayman II" and collectively with JPMP (BHCA), JPMP Global, JPMP Global A and JPMP Cayman, the "JPMP Reporting Persons"), whose principal office is located at the same address as JPMP (BHCA).

JPMP (BHCA) is engaged in the venture capital, private equity and leveraged buyout business. The general partner of JPMP (BHCA) is JPMP Master Fund Manager, L.P., a Delaware limited partnership ("JPMP Master Fund"), whose principal business office is located at the same address as JPMP (BHCA), and is also engaged directly and indirectly (through affiliates) in the venture capital, private equity and leveraged buyout business.

JPMP Global, JPMP Global A, JPMP Cayman and JPMP Cayman II (collectively, the "Global Fund Entities") are also engaged in the venture capital, private equity and leveraged buyout business. The general partner of each of the Global Fund Entities is JPMP Global Investors, L.P., a Delaware limited partnership ("JPMP Investors"), whose principal place of business is located at the same address as JPMP (BHCA). JPMP Investors is engaged indirectly in the venture capital, private equity and leveraged buyout business as general partner of each of the Global Fund Entities.

Page 12 of 37

The general partner of each of JPMP Master Fund and JPMP Investors is JPMP Capital Corp., a New York corporation ("JPMP Capital Corp."), whose principal business office is located at the same address as JPMP (BHCA), and is also engaged directly and indirectly (through affiliates) in the venture capital, private equity and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMP Capital Corp.

JPMP Capital Corp. is a wholly owned subsidiary of J.P. Morgan Chase & Co., a Delaware Corporation ("JP Morgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, NY 10018. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JP Morgan Chase.

Baker Reporting Persons

This Statement is also being filed by: (i) Julian C. Baker and (ii) Felix J. Baker, each of whom is a United States citizen whose principal office is located at 667 Madison Avenue, New York, NY 10021

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(collectively, the "Baker Reporting Persons"). Set forth below is certain information with respect to the Baker Reporting Persons:

Name	Present Principal Occupation
Julian C. Baker	Managing Member, Baker Bros. Advisors, LLC (an entity engaged in investment activities)
Felix J. Baker	Managing Member, Baker Bros. Advisors, LLC (an entity engaged in investment activities)

Delphi Reporting Persons

This Statement is also being filed by: (i) Delphi Ventures VI, L.P., a limited partnership organized under the laws of Delaware ("Delphi Ventures"), whose principal office is located at 3000 Sand Hill Road, Building 1, Suite 135, Menlo Park, CA 94025, (ii) Delphi BioInvestments VI, L.P., a limited partnership organized under the laws of Delaware ("Delphi BioInvestments"), whose principal office is located at the same address as Delphi Ventures, and (iii) Delphi Management Partners VI, L.L.C., a Delaware limited liability company ("Delphi Management", and together with Delphi Ventures and Delphi BioInvestments, the "Delphi Reporting Persons") whose principal office is located at the same address as Delphi Ventures.

The Delphi Reporting Persons are engaged in the venture capital business. The general partner of each of Delphi Ventures and Delphi BioInvestments is Delphi Management. Delphi Management is also engaged indirectly (through affiliates) in the venture capital business. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each managing member of Delphi Management.

Page 13 of 37

The Delphi Reporting Persons, the JPMP Reporting Persons and the Baker Reporting Persons are collectively referred to herein as the "Reporting Persons".

During the last five years, none of the Reporting Persons have been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in their being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violations with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

JPMP Reporting Persons:

The funds provided by JPMP (BHCA) and the Global Fund Entities for the purchase of the securities reported in Item 5 below were obtained from the contributed capital and available working capital of JPMP (BHCA) and the Global Fund Entities, which includes funds that are held available for such purpose.

Baker Reporting Persons:

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The funds used by the limited partnerships controlled by Julian C. Baker and Felix J. Baker to purchase the securities reported in Item 5 below were provided from the available working capital of such limited partnerships.

Delphi Reporting Persons:

The funds provided by Delphi Ventures and Delphi BioInvestments for the purchase of the securities reported in Item 5 below were obtained from the contributed capital and available working capital of Delphi Ventures and Delphi BioInvestments respectively, which includes funds that are held available for such purpose.

Item 4. Purpose of Transactions.

The securities referred to in Item 5 below were acquired pursuant to the Securities Purchase Agreement referred to in Item 6 below solely for investment purposes.

The transactions described in Item 6 below are incorporated in their entirety herein by reference.

Page 14 of 37

Subject to the rights of the Reporting Persons set forth in the Securities Purchase Agreement and the Investors Rights Agreement referred to in Item 6 below, except as set forth in this Item 4, none of the JPMP Reporting Persons, the Baker Reporting Persons, or the Delphi Reporting Persons have a present plan or proposal that relates to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D. However, each of the JPMP Reporting Persons, the Baker Reporting Persons and the Delphi Reporting Persons reserves the right to propose or participate in future transactions which may result in one or more of such actions, including but not limited to, an extraordinary corporate transaction, such as a merger, reorganization or liquidation, sale of a material amount of assets of the Issuer or its subsidiaries, or other transactions which might have the effect of causing the Issuer's Common Stock to cease to be listed on the NASDAQ National Market System or causing the Common Stock to become eligible for termination of registration, under section 12(g) of the Securities Exchange Act of 1934, as amended (the "Act").

Item 5. Interest in Securities of the Issuer.

The percentages of outstanding shares of the Issuer reported in this Item 5 are based on 40,196,299 shares of Common Stock outstanding as of March 22, 2004 as reported by the Issuer in its most recent Schedule 14A as filed on April 16, 2004 with the Securities and Exchange Commission.

JPMP Reporting Persons

JPMP (BHCA) beneficially owns 5,760,349 shares of the Issuer's Common Stock, which represents 12.5% of the Issuer's Common Stock. JPMP Global beneficially owns 912,791 shares of the Issuer's Common Stock, which represents 2.2% of the Issuer's Common Stock. JPMP Global A beneficially owns 124,436 shares of the Issuer's Common Stock, which represents 0.3% of the Issuer's Common Stock. JPMP Cayman beneficially owns 463,298 shares of the Issuer's Common Stock, which represents 1.1%

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of the Issuer's Common Stock. JPMP Cayman II beneficially owns 51,626 shares of the Issuer's Common Stock, which represents 0.1% of the Issuer's Common Stock.

JPMP Master Fund, as the General Partner of JPMP (BHCA), may be deemed to beneficially own the shares beneficially owned by JPMP (BHCA).

JPMP Investors, as the General Partner of each of the Global Fund Entities, may be deemed to beneficially own the shares beneficially owned by each of the Global Fund Entities.

JPMP Capital Corp., as the General Partner of each of JPMP Master Fund and JPMP Investors, may be deemed to beneficially own the shares beneficially owned by JPMP (BHCA) and each of the Global Fund Entities.

Page 15 of 37

JPMP Capital Corp. is a wholly owned subsidiary of JP Morgan Chase and therefore JP Morgan Chase may be deemed to beneficially own the shares beneficially owned by JPMP (BHCA) and each of the Global Fund Entities.

The foregoing shall not be an admission that JPMP Master Fund, JPMP Investors, JPMP Capital Corp. or JP Morgan Chase are the beneficial owners of the shares held by JPMP (BHCA) and/or the Global Fund Entities.

Baker Reporting Persons:

Set forth in the table below is the aggregate number of shares of Common Stock beneficially owned as of the date hereof by each of the limited partnerships controlled by the Baker Reporting Persons, together with the percentage of outstanding shares of Common Stock that such ownership represents based upon 40,196,299 shares of Common Stock outstanding as of March 22, 2004, as reported by the Issuer in its most recent Schedule 14A filed on April 16, 2004, in each case taking into account the shares of Common Stock that can be acquired upon conversion of Series A Convertible Preferred Stock and exercise of the Warrants to purchase shares of Common Stock:

Name	Number of Shares	Percent of Class Outstanding
Baker/Tisch Investments, L.P.	446,063	0.9%
Baker Bros. Investments, L.P.	301,275	0.6%
Baker Bros. Investments II, L.P.	310,781	0.7%
Baker Biotech Fund I, L.P.	3,058,088	6.4%
Baker Biotech Fund II, L.P.	2,809,462	5.9%
Baker Biotech Fund II (Z), L.P.	386,831	0.8%
Total	7,312,500	15.4%

By virtue of their ownership of entities that have the power to control the investment decisions of the limited partnerships listed in the table above (collectively, the "Baker Entities"), Julian C. Baker and Felix J. Baker may each be deemed to be beneficial owners of securities owned by the Baker Entities and may be deemed to have shared power to vote or direct the vote and to dispose or direct the disposition of such securities, although such entities have the sole right to receive and power to direct the receipt of dividends from, and the proceeds from the sale of, securities owned by them.

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Additionally, Felix J. Baker is a director of the Issuer.

Page 16 of 37

Delphi Reporting Persons

Delphi Ventures beneficially owns 2,227,725 shares of the Issuer's Common Stock, which represents 5.3% of the Issuer's Common Stock. Delphi BioInvestments beneficially owns 22,275 shares of the Issuer's Common Stock, which represents 0.01% of the Issuer's Common Stock.

As the general partner of Delphi Ventures and Delphi BioInvestments, Delphi Management may be deemed to beneficially own the shares beneficially owned by each of Delphi Ventures and Delphi BioInvestments.

The foregoing shall not be an admission that Delphi Management is the beneficial owner of the shares held by Delphi Ventures and/or Delphi BioInvestments.

The Reporting Persons are party to a voting agreement contained in the Investors Rights Agreement referred to in Item 6 below. The JPMP Reporting Persons, the Baker Reporting Persons, and the Delphi Reporting Persons together may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Act, with respect to 16,875,000 shares of Common Stock, representing 29.6% of the outstanding voting power of the Issuer.

Each of the Reporting Persons, however, disclaims beneficial ownership of any of the securities owned by any other Reporting Person and disclaims that it is a member of a "group" with any other persons either for purposes of Section 13(d)(3) of the Act or Rule 13d-5 thereunder or this Statement or for any other purpose related to its beneficial ownership of the Issuer's securities. The filing of this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of such shares or that the Reporting Person and any of such other stockholders' constitute for purposes of Section 13(d) of the Act, a "group." Each Reporting Person is not responsible for the accuracy of any information filed in this Statement relating to any Reporting Person other than itself and its related persons or entities.

There have been no transactions involving the Issuer's Common Stock during the past sixty days which are required to be reported in this Statement.

No person other than the JPMP Reporting Persons, the Baker Reporting Persons and the Delphi Reporting Persons has the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of the Issuer's Common Stock owned beneficially by the JPMP Reporting Persons, the Baker Reporting Persons and the Delphi Reporting Persons.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On May 12, 2003 the Company entered into the Securities Purchase Agreement (as amended by Amendment No. 1 dated as of May 14, 2003 and Amendment No. 2 dated as of June 2, 2003) (the "SPA"), with JPMP

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(BHCA), the Global Fund Entities, the Baker Entities, Delphi Ventures, Delphi BioInvestments, entities affiliated with BA Venture Partners and T. Rowe Price Health Sciences Fund, Inc. (collectively, the "Series A Investors"). Both the SPA and all exhibits thereto are attached as Exhibit A hereto and are incorporated herein in their entirety by reference.

Page 17 of 37

Pursuant to the SPA, the Issuer issued in a private placement (a) 1,640,000 shares of the Company's Series A Convertible Preferred Stock (the "Preferred Stock") to the Series A Investors, as well as the reservation for issuance of 16,400,000 shares of the Company's Common Stock upon conversion of the Preferred Stock, and (b) warrants (the "Warrants") to purchase 2,050,000 shares of the Company's Common Stock and the reservation for issuance of 2,050,000 shares of the Company's Common Stock upon the exercise of such Warrants (together, the "Preferred Stock Financing"). The Preferred Stock has the rights, preferences and privileges set forth in the Certificate of Designations of Series A Convertible Preferred Stock as filed with the Secretary of State of the State of Delaware. The purchase price for the Preferred Stock was \$25.00 per share. Each share of Preferred Stock is initially convertible into 10 shares of Common Stock at a fixed conversion price of \$2.50 per share (subject to adjustment upon the occurrence of certain events including stock subdivisions, combinations, splits, stock dividends, capital reorganizations, or capital reclassifications of the Common Stock), at such holder's option at any time after the first anniversary of the closing of the Investors Rights Agreement among the Company, the Reporting Persons and the other investors named therein, dated as of July 8, 2003, a copy of which is attached hereto as Exhibit B and is incorporated herein in its entirety by reference (the "Investors Rights Agreement").

The Warrants are immediately exercisable at a fixed purchase price of \$6.25 per share of Common Stock and expire on December 31, 2011.

Pursuant to the Certificate of Designations and the Investors Rights Agreement, the Series A Investors, voting together as a separate class, have the right to designate two members of the Company's Board of Directors so long as at least 37.5% of the shares of Preferred Stock issued at the closing of the Preferred Stock Financing remain outstanding. If between 18.75% and 37.5% of the shares of Preferred Stock issued at the closing of the Preferred Stock Financing are outstanding, the Series A Investors, voting together as a separate class, have the right to designate one member of the Company's Board of Directors. If less than 18.75% of the shares of Preferred Stock issued at the closing of the Preferred Stock Financing are outstanding, the rights of the Series A Investors to vote separately for the election of directors shall terminate.

Page 18 of 37

Pursuant to the terms of the Investors Rights Agreement, one director will be designated by the JPMP Reporting Persons and one director will be designated by the Baker Entities. The right of the JPMP Reporting Persons and the Baker Entities, as applicable, to designate a director terminates if the JPMP Reporting Persons or the Baker Entities, as applicable, hold less than 50% of the Preferred Stock (or Common Stock

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issued upon conversion thereof) purchased by it at the closing of the Preferred Stock Financing. Pursuant to these rights, the JPMP Reporting Persons designated Srinivas Akkaraju, M.D., Ph.D. as its representative on the Company's Board of Directors and the Baker Entities designated Felix Baker, Ph.D. as its representative on the Company's Board of Directors upon the closing of the Preferred Stock Financing. The Series A Investors do not have the right to vote on members of the Company's Board of Directors other than the nominees they designate.

Each of JPMP (BHCA) and the Global Fund Entities is a party to the Regulatory Sideletter, dated as of July 8, 2003, by and among the Company, JPMP (BHCA) and each of the Global Fund Entities, a copy of which is attached as Exhibit C hereto and is incorporated herein in its entirety by reference.

Item 7. Material to be Filed as Exhibits.

SCHEDULE A

Item 2 information for executive officers and directors of JPMP Capital Corp.

SCHEDULE B

Item 2 information for executive officers and directors of J.P. Morgan Chase.

SCHEDULE C

Item 2 information for managing members of Delphi Management.

EXHIBIT A

Securities Purchase Agreement dated as of May 12, 2003, by and among the Issuer and the Series A Investors incorporated by reference to Exhibit 10.1 of the Form 8-K filed with the Commission on May 15, 2003.

EXHIBIT B

Investors Rights Agreement dated as of July 8, 2003, by and among the Company and the Investors named therein incorporated by reference to Exhibit 4.2 of the Form 8-K filed with the Commission on May 15, 2003.

EXHIBIT C

Regulatory Sideletter dated as of July 8, 2003, by and among the Company, JPMP (BHCA) and each of the Global Fund Entities.

EXHIBIT D

Joint Filing Agreement dated as of May 17th, 2004 among the JPMP Entities, the Bakers and the Delphi Entities.

Page 19 of 37

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.

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Dated: May 17, 2004

J.P. MORGAN PARTNERS (BHCA), L.P.

By: JPMP Master Fund Manager, L.P.,
its general partner

By: JPMP Capital Corp.,
its general partner

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

J.P. MORGAN PARTNERS GLOBAL
INVESTORS, L.P.

By: JPMP Global Investors, L.P.,
its general partner

By: JPMP Capital Corp.,
its general partner

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

J.P. MORGAN PARTNERS GLOBAL
INVESTORS (CAYMAN), L.P.

By: JPMP Global Investors, L.P.,
its general partner

By: JPMP Capital Corp.,
its general partner

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

Page 20 of 37

J.P. MORGAN PARTNERS GLOBAL
INVESTORS A, L.P.

By: JPMP Global Investors, L.P.,
its general partner

By: JPMP Capital Corp.,
its general partner

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

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J.P. MORGAN PARTNERS GLOBAL
INVESTORS (CAYMAN) II, L.P.

By: JPMP Global Investors, L.P.,
its general partner

By: JPMP Capital Corp.,
its general partner

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

JULIAN C. BAKER

By: /s/ Julian C. Baker

Julian C. Baker

FELIX J. BAKER

By: /s/ Felix J. Baker

Felix J. Baker

DELPHI VENTURES VI, L.P.

By: Delphi Management Partners VI,
L.L.C., its general partner

By: /s/ Deepika R. Pakianathan

Deepika R. Pakianathan
Managing Member

Page 21 of 37

DELPHI BIOINVESTMENTS VI, L.P.

By: Delphi Management Partners VI,
L.L.C., its general partner

By: /s/ Deepika R. Pakianathan

Deepika R. Pakianathan
Managing Member

DELPHI MANAGEMENT PARTNERS VI, L.L.C.

By: /s/ Deepika R. Pakianathan

Deepika R. Pakianathan
Managing Member

SCHEDULE A

JPMP CAPITAL CORP.

Executive Officers(1)

Jeffrey C. Walker*	President
Arnold L. Chavkin*	Executive Vice President
Dr. Dana Beth Ardi*	Managing Director
Christopher C. Behrens*	Managing Director
Julie Casella-Esposito*	Managing Director
Rodney A. Ferguson*	Managing Director
Cornell Buck French*	Managing Director
David J. Gilbert*	Managing Director
Michael R. Hannon*	Managing Director
Jonathan R. Lynch*	Managing Director
Stephen P. Murray*	Managing Director
Timothy Purcell*	Managing Director
John Reardon*	Managing Director
Faith Rosenfeld*	Managing Director
Robert R. Ruggiero, Jr.*	Managing Director
Shahan D. Soghikian*	Managing Director
William Stuek*	Managing Director
Patrick J. Sullivan*	Managing Director
Timothy J. Walsh*	Managing Director
Richard D. Waters, Jr.*	Managing Director
Damion E. Wicker, M.D.*	Managing Director

Directors(1)

William B. Harrison**
Jeffrey C. Walker*

- (1) Each of whom is a United States citizen.
- * Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.
- ** Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

SCHEDULE B

J.P. MORGAN CHASE & CO.

Executive Officers(1)

Chairman of the Board and Chief Executive Officer	William B. Harrison Jr.*
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Head of Investment Bank and Investment Management and Private Banking	David A. Coulter*
Head of Chase Financial Services, Treasury, Security Services, and Technology	Donald H. Layton*
Head of JPMorgan Partners	Jeffrey C. Walker**
Chief Risk Officer and Chairman, Risk Management Committee	Don M. Wilson III*
Executive Vice President; Chief Financial Officer	Dina Dublon*
General Counsel	William H. McDavid*
Director of Human Resources	John J. Farrell*
Director of Corporate Marketing and Communications	Frederick W. Hill*
Chairman of Technology Council	John W. Schmidlin*
Executive Vice President and Controller	Joseph L. Sclafani*
Vice Chairman	James B. Lee Jr.*
Vice Chairman,	Walter A. Gubert*
Chairman, Investment Bank	

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- (1) Each of whom is a United States citizen.
- * Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.
- ** Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York New York 10020.

Page 24 of 37

DIRECTORS (1)

Name	Principal Occupation or Employment; Business or Residence Address

Hans W. Becherer	Retired Chairman of the Board and Chief Executive Officer Deere & Company One John Deere Place Moline, IL 61265

Riley P. Bechtel	Chairman and Chief Executive Officer Bechtel Group, Inc. P.O. Box 193965 San Francisco, CA 94119-3965

Frank A. Bennack, Jr.	Chairman of the Executive Committee and Vice Chairman of the B The Hearst Corporation 1345 Avenue of the Americas, 42nd Floor New York, New York 10105

John H. Biggs	Former Chairman and Chief Executive Officer TIAA-CREF 730 Third Avenue 25th Floor New York, NY 10017

Lawrence A. Bossidy	Retired Chairman of the Board Honeywell International, Inc. 104 West Mountain Road,

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Ridgefield, CT 06877-3638

M. Anthony Burns	Chairman of the Board Emeritus Ryder System, Inc. 3600 N.W. 82nd Avenue Miami, Florida 33166
Ellen V. Futter	President and Trustee American Museum of Natural History Central Park West at 79th Street New York, NY 10024
William H. Gray, III	Retired President and Chief Executive Officer The College Fund/UNCF 8260 Willow Oaks Corporate Drive P.O. Box 10444 Fairfax, Virginia 22031
William B. Harrison, Jr.*	Chairman of the Board and Chief Executive Officer J.P. Morgan Chase & Co. 270 Park Avenue, 8th Floor New York, New York 10017-2070
Helene L. Kaplan	Of Counsel Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square, Floor 44, Room 416 New York, New York 10036
Lee R. Raymond	Chairman of the Board and Chief Executive Officer Exxon Mobil Corporation 5959 Las Colinas Boulevard Irving, TX 75039-2298
John R. Stafford	Retired Chairman of the Board Wyeth 5 Giralda Farms Madison, New Jersey 07940

-
- (1) Each of whom is a United States citizen.
- * Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.
- ** Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York New York 10020.

Page 25 of 37

SCHEDULE C

DELPHI MANAGEMENT PARTNERS VI, L.L.C.

Managing Members(1)

Managing Member	James J. Bochnowski*
Managing Member	David L. Douglass*
Managing Member	Douglas A. Roeder*
Managing Member	Deepika R. Pakianathan*
Managing Member	John F. Maroney*

(1) Each of whom is a United States citizen except for Ms. Pakianathan.
* Principal occupation is Managing Member of Delphi Management Partners VI, L.L.C. Business address is 3000 Sand Hill Road, Building 1, Suite 135, Menlo Park, California 94025.

Page 26 of 37

EXHIBIT C

REGULATORY SIDELETTER

AGREEMENT dated as of [_____], 2003 by and among J.P. MORGAN PARTNERS (BHCA), L.P., a Delaware limited partnership ("JPMP BHCA"), J.P. MORGAN PARTNERS GLOBAL INVESTORS, L.P., a Delaware limited partnership (the "Global Domestic Fund"), J.P. MORGAN PARTNERS GLOBAL INVESTORS (CAYMAN), L.P., a Cayman Islands limited partnership (the "Global Cayman Fund"), J.P.MORGAN PARTNERS GLOBAL INVESTORS A, L.P., a Delaware limited partnership (the "Paul Capital Fund") and J.P. MORGAN PARTNERS GLOBAL INVESTORS (CAYMAN) II, L.P., a Cayman Islands limited partnership (the "Swiss Fund" and together with JPMP BHCA, the Global Domestic Fund, the Global Cayman Fund and the Paul Capital Fund, collectively, the "JP Morgan Investors" and singularly, a "JP Morgan Investor") and SEATTLE GENETICS, INC., a Delaware corporation (the "Company").

WHEREAS, each JP Morgan Investor is a regulated entity and an indirect subsidiary of J.P. Morgan Chase & Co. and in connection therewith each JP Morgan Investor is subject to various regulations that may impose restrictions on the type and terms of each JP Morgan Investor's investment in the Company;

NOW THEREFORE, in connection with the foregoing, the parties hereby agree as follows:

Page 27 of 37

Section 1. Regulatory Matters Generally.

(a) Regulatory Cooperation.

(i) In the event that any JP Morgan Investor reasonably determines that it has a Regulatory Problem, the Company

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agrees to take such actions as are reasonably requested by such JP Morgan Investor in order (A) to effectuate and facilitate any transfer by such JP Morgan Investor of any securities of the Company then held by such JP Morgan Investor to any Affiliate of such JP Morgan Investor; provided, however, that any such transfer must be made in accordance with applicable United States federal and state securities laws and all regulatory requirements to which the Company is then subject, including without limitation, the rules of the National Association of Securities Dealers, Inc. ("NASD") and The Nasdaq Stock Market ("Nasdaq"), and (B) to permit such JP Morgan Investor (or any of its Affiliates) to exchange all or any portion of the voting securities then held by such Person on a share-for-share basis for shares of a class or series of non-voting securities of the Company, which non-voting securities shall be identical in all material respects to such voting securities (provided that such non-voting securities may be of a different class or series of stock than the voting securities then held by the JP Morgan Investor) except that such new securities shall be non-voting and shall be convertible into voting securities on such terms as are requested by such JP Morgan Investor in light of regulatory considerations then prevailing and reasonably acceptable to the Company. If any JP Morgan Investor elects to transfer securities of the Company in order to avoid a Regulatory Problem to an Affiliate subject to limitations on its voting or total ownership interest in the Company, the Company and such Affiliate shall enter into such mutually acceptable agreements as the Company or such Affiliate may reasonably request in order to assist such Affiliate in complying with Laws to which either of them is then subject.

(ii) In the event that any Affiliate (other than an Affiliate referred to in clause (i) of such definition) of the Company ever offers to issue any of its securities to any JP Morgan Investor, then the Company will cause such Affiliate to enter into an agreement with such JP Morgan Investor substantially similar to this Agreement.

Section 2. Cross Marketing Activities.

The Company hereby represents and warrants that except as otherwise previously disclosed to the JP Morgan Investors, neither the Company nor any of its subsidiaries (i) offers or markets, directly or through any arrangement, any product or service of any depository institution owned by J.P. Morgan Chase & Co., or (ii) knowingly permits any of its products or services to be offered or marketed, directly or through any arrangement, by or through any depository institution owned by J.P. Morgan Chase & Co.

Section 3. Lending Activities.

The Company hereby represents and warrants that except as otherwise previously disclosed to the JP Morgan Investors, neither the Company nor any of its subsidiaries currently has or is expected to have a loan facility, credit facility, debt financing, line of credit or any other extension of credit from any depository institution owned by J.P. Morgan Chase & Co.

Page 28 of 37

Section 4. Covenants.

(a) The Company shall give each JP Morgan Investor thirty (30) days prior written notice before taking any affirmative steps which would cause the representations and warranties contained in Sections 2 or 3 to be

untrue.

(b) The Company shall use its commercially reasonable efforts to notify each JP Morgan Investor promptly at any time in which the Company reasonably believes the representations contained in Sections 2 or 3 to be untrue whether as a result of the Company's affirmative action or otherwise.

(c) The Company shall use commercially reasonable efforts to obtain stockholder approval for an action under Section 1 of this Agreement (including, but not limited to, calling a stockholder meeting and preparing, delivering and disseminating a proxy information statement to the stockholders) if such action would require the approval of the Company's stockholders under applicable rules of the NASD or Nasdaq, under any applicable state corporate law or under the Company's Fundamental Documents; provided, however, that the Company may, upon prior written notice to the JP Morgan Investors, delay the filing of any proxy statement for a reasonable period of time (not to exceed 90 days or such shorter period as is reasonably necessary to enable the JP Morgan Investors to cure such Regulatory Problem within the proscribed time period) if at the time such approval is required the Company is engaged in a Material Transaction (as defined in the Investor Rights Agreement).

(d) The JP Morgan Investors shall pay all actual, out-of-pocket costs and expenses reasonably incurred by the Company in connection with the Company's compliance with its obligations under Section 1 of this Agreement, and if applicable, any action to which the Company consents under Section 4(c), including, without limitation, (i) reasonable fees and expenses of counsel, accountants, investment bankers and printers, and (ii) filing fees with the NASD, Nasdaq and state corporate authorities. Such amounts shall be paid in full by the JP Morgan Investors within 30 days of the date the JP Morgan Investors are provided with a written invoice detailing the amounts of such expenses incurred by the Company.

Section 5. Definitions.

"Affiliate" means, with respect to any Person, (i) a director or executive officer of such Person or of any Person identified in clause (ii) below, and (ii) any other Person that, directly or indirectly through one or more intermediaries, Controls, is Controlled by or is under common Control with such Person. When such term is used in the context of a Regulatory Problem, it also has the meaning ascribed to it in any Law.

"Banking Regulations" means all federal, state and foreign Laws applicable to banks, bank holding companies and their subsidiaries and Affiliates, including without limitation, the Bank Holding Company Act and the Federal Reserve Act.

"Control" means, with respect to any Person, the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a Person, whether through the ownership of voting securities, by contract or otherwise.

Page 29 of 37

"Fundamental Documents" means the documents by which any Person (other than an individual) establishes its legal existence or which govern its internal affairs. The Fundamental Documents of the Company are its Certificate of Incorporation and its By-laws.

"Investor Rights Agreement" means the Investor Rights Agreement dated on or about the date hereof among the Company and the investors that are parties

thereto.

"Law," with respect to any Person, means (i) all provisions of all laws, statutes, ordinances, rules, regulations, permits, certificates or orders of any governmental authority applicable to such Person or any of its assets or property or to which such Person or any of its assets or property is subject, including, without limitation, Banking Regulations, and (ii) all judgments, injunctions, orders and decrees of all courts and arbitrators in proceedings or actions in which such Person is a party or by which it or any of its assets or properties is or may be bound or subject.

"Person" shall be construed as broadly as possible and shall include an individual or natural person, a partnership (including a limited liability partnership), a corporation, an association, a joint stock company, a limited liability company, a trust, a joint venture, an unincorporated organization and a governmental authority.

"Purchase Agreement" means the Securities Purchase Agreement dated as of May 12, 2003 among the Company, the JP Morgan Investors and the other parties thereto.

"Regulatory Problem" means any set of facts or circumstances in which any JP Morgan Investor's ownership of securities issued by the Company (i) gives rise to a material violation of Law by such JP Morgan Investor or any of its Affiliates, or gives rise to a reasonable belief by such JP Morgan Investor that such a violation is likely to occur or (ii) gives rise to a limitation in Law that will impair materially the ability of such JP Morgan Investor or any of its Affiliates to conduct its business or gives rise to a reasonable belief by such JP Morgan Investor that such a limitation is likely to arise.

Section 6. Amendments; Benefit.

The terms and provisions of this Agreement may not be modified or amended, unless pursuant to a written agreement executed by each of the parties hereto. This Agreement shall be for the benefit of each JP Morgan Investor and its Affiliates and shall apply to each acquisition of securities issued by the Company to each JP Morgan Investor or its Affiliates.

Section 7. Counterparts; Facsimile Signatures.

This Agreement may be executed in any number of counterparts, including by means of facsimile, and each counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

Page 30 of 37

Section 8. Notices.

All notices, claims, certificates, requests, demands and other communications to be given to any JP Morgan Investor hereunder or relating to any JP Morgan Investor's investment in the Company shall be addressed as follows:

c/o J.P. Morgan Partners, LLC
1221 Avenue of the Americas
New York, New York 10020-1080
Telephone: (212) 899-3400
Facsimile: (212) 899-3401
Attention: Official Notices Clerk

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(FBO: Srinivas Akkaraju)

with a copy to:

O'Melveny & Myers LLP
Times Square Tower
7 Times Square
New York, NY 10036
Telephone: (212) 408-2400
Telecopier: (212) 408-2420
Attention: Phillip Isom, Esq.

Section 9. Governing Law.

This Agreement shall be governed by and construed in accordance with the laws of the State of New York (without regard to any choice of law or any conflicting provision or rule).

Page 31 of 37

Schedule 13D
Cusip No. 812578102

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first written above.

SEATTLE GENETICS, INC.

By: /s/ Clay B. Siegall

Name: Clay B. Siegall
Title: President and CEO

J.P. MORGAN PARTNERS (BHCA), L.P.

By: JPMP Master Fund Manager, L.P.,
its General Partner

By: JPMP Capital Corp.,
its General Partner

By: /s/ Rodney A. Ferguson

Name: Rodney A. Ferguson
Title: Managing Director

J.P. MORGAN PARTNERS GLOBAL
INVESTORS, L.P.

By: JPMP Global Investors, L.P.,
its general partner

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By: JPMP Capital Corp.,
its general partner

By: /s/ Rodney A. Ferguson

Name: Rodney A. Ferguson
Title: Managing Director

Page 32 of 37

J.P. MORGAN PARTNERS GLOBAL
INVESTORS (CAYMAN), L.P.

By: JPMP Global Investors, L.P.,
its general partner

By: JPMP Capital Corp.,
its general partner

By: /s/ Rodney A. Ferguson

Name: Rodney A. Ferguson
Title: Managing Director

J.P. MORGAN PARTNERS GLOBAL
INVESTORS A, L.P.

By: JPMP Global Investors, L.P.,
its general partner

By: JPMP Capital Corp.,
its general partner

By: /s/ Rodney A. Ferguson

Name: Rodney A. Ferguson
Title: Managing Director

J.P. MORGAN PARTNERS GLOBAL
INVESTORS (CAYMAN) II, L.P.

By: JPMP Global Investors, L.P.,
its general partner

By: JPMP Capital Corp.,
its general partner

By: /s/ Rodney A. Ferguson

Name: Rodney A. Ferguson
Title: Managing Director

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities and Exchange Act of 1934, as amended, the undersigned hereby acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned.

This Joint Filing Agreement may be executed in any number of counterparts all of which together shall constitute one and the same instrument.

* * * * *

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement.

Dated this 17 day of May, 2004.

J.P. MORGAN PARTNERS (BHCA), L.P.

By: JPMP Master Fund Manager, L.P.,
its general partner

By: JPMP Capital Corp.,
its general partner

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

J.P. MORGAN PARTNERS GLOBAL
INVESTORS, L.P.

By: JPMP Global Investors, L.P.,
its general partner

By: JPMP Capital Corp.,
its general partner

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

J.P. MORGAN PARTNERS GLOBAL
INVESTORS (CAYMAN), L.P.

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By: JPMP Global Investors, L.P.,
its general partner

By: JPMP Capital Corp.,
its general partner

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

Page 35 of 37

J.P. MORGAN PARTNERS GLOBAL
INVESTORS A, L.P.

By: JPMP Global Investors, L.P.,
its general partner

By: JPMP Capital Corp.,
its general partner

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

J.P. MORGAN PARTNERS GLOBAL
INVESTORS (CAYMAN) II, L.P.

By: JPMP Global Investors, L.P.,
its general partner

By: JPMP Capital Corp.,
its general partner

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

Page 36 of 37

JULIAN C. BAKER

By: /s/ Julian C. Baker

Julian C. Baker

FELIX J. BAKER

By: /s/ Felix J. Baker

Felix J. Baker

DELPHI VENTURES VI, L.P.

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By: Delphi Management Partners VI,
L.L.C., its general partner

By: /s/ Deepika R. Pakianathan

Deepika R. Pakianathan
Managing Member

DELPHI BIOINVESTMENTS VI, L.P.

By: Delphi Management Partners VI,
L.L.C., its general partner

By: /s/ Deepika R. Pakianathan

Deepika R. Pakianathan
Managing Member

DELPHI MANAGEMENT PARTNERS VI, L.L.C.

By: /s/ Deepika R. Pakianathan

Deepika R. Pakianathan
Managing Member

Page 37 of 37

of needle coke, from 2005, and also served as Chief Executive Officer of C/G Electrodes, LLC (C/G), a graphite electrode manufacturer, from 2003 to 2006 and as its Chairman from 2003, until their acquisition by GrafTech on November 30, 2010. Mr. Milikowsky is a graduate of Yale University and was a John Norton Pomeroy Scholar at New York University School of Law. Our Board believes Mr. Milikowsky's extensive background successfully leading the growth of several manufacturing companies, depth of management experience in both the graphite electrode and needle coke industries and unique understanding of the operations, products and personnel at Seadrift and C/G make him well qualified to serve on our Board.

Table of Contents

MICHAEL C. NAHL Director since 1999

Age 68

Mr. Nahl was Executive Vice President and Chief Financial Officer of Albany International Corp., a manufacturer of paper machine clothing, which are the belts of fabric that carry paper stock through the paper production process, from April 2005 until his retirement in September 2009. Mr. Nahl joined Albany International Corp. in 1981 as Group Vice President, Corporate, and, prior to appointment to that position, he was Senior Vice President and Chief Financial Officer. Mr. Nahl is currently a director and audit committee member of Lindsay Corporation and was a member of JPMorgan Chase and Company's Regional Advisory Board from 1996 through 2010, and is Managing Director of MCN Asset Management LLC. With experience as a Chief Financial Officer for a large, public industrial company, Mr. Nahl has long brought, and continues to bring, broad and thorough knowledge on accounting, disclosure, risk management, auditing and finance matters, as well as operational and strategic experience, to share with our Board. His guidance in these complex and rapidly evolving areas has been invaluable to our Board. Our Board believes that Mr. Nahl's demonstrated success as a GrafTech director, together with his experience, well qualify him to continue serving as a member of our Board.

STEVEN R. SHAWLEY Director since 2010

Age 58

Mr. Shawley is currently Senior Vice President and Chief Financial Officer of Ingersoll Rand plc, a global diversified industrial firm providing products, services and solutions to enhance the quality and comfort of air in homes and buildings, transport and protect food and perishables, secure homes and commercial properties, and enhance industrial productivity and efficiency. Mr. Shawley was named Chief Financial Officer of Ingersoll Rand in June 2008. Previously, he was Senior Vice President and President of the Climate Control Technologies Sector (2005-2008). Mr. Shawley joined Ingersoll Rand in 1997 through the acquisition of Thermo King, a business of Westinghouse Electric Corporation, where he was Vice President and Controller. In August of 2002, Mr. Shawley was named President of Thermo King North America, and became President, Climate Control Americas (2003-2005).

Mr. Shawley has an exceptional depth and breadth of operational and financial experience related to global diversified industrial products. He has had responsibility for all finance, information technology and treasury activities and served in numerous key financial positions with Westinghouse in a career that spanned over 20 years, including for major divisions and plants with broad financial and commercial responsibilities for operations throughout Europe, Asia and Latin America, as well as North America.

Mr. Shawley's education included a bachelor of science degree from the University of Virginia and a master's degree in business administration from the University of Pittsburgh.

Our Board believes Mr. Shawley's background and experience make him well qualified to serve on our Board.

Table of Contents

CRAIG S. SHULAR Director since 2003 and Chairman of the Board since February 2007 Age 58

Mr. Shular was elected Chairman of the Board in February 2007. He became Chief Executive Officer and a director of GrafTech in January 2003 and has served as President since May 2002. Mr. Shular also served as the interim Chief Financial Officer from December 2005 until May 2006 and again beginning April 2011.

From 1976 through 1998, Mr. Shular held various financial, production, sales and senior business management positions at Union Carbide Corporation. He entered Union Carbide's Management Development Program with its Carbon Products Division (GrafTech's predecessor) after which Mr. Shular moved to Union Carbide's Corporate Group and held several senior positions in the areas of business management, sales and marketing, operations, government relations, corporate internal audits, international finance, and accounting, serving assignments in Hong Kong, Indonesia, Singapore, Europe and the United States.

Mr. Shular joined GrafTech as its Vice President and Chief Financial Officer in January 1999, and assumed the additional duties of Executive Vice President, Electrode Sales and Marketing in February 2000 until August 2001. From August 2001 to May 2002, he served as Executive Vice President of GrafTech's largest business Graphite Electrodes. From May 2002 through December 2002, Mr. Shular served as Chief Operating Officer.

Mr. Shular is a Certified Public Accountant, graduating from The State University of New York at Buffalo in 1974 with a Bachelor of Science degree in Business/Marketing, cum laude, and received a degree of Master of Business Administration with honors (concentration in Finance/Accounting) from the same institution in 1976.

Mr. Shular serves on the Board of Directors of Junior Achievement of Greater Cleveland and is a director of Materion Corporation (formerly known as Brush Engineered Materials Inc.), a NYSE listed company and international producer and supplier of high-performance engineered materials.

Mr. Shular joined our company as Chief Financial Officer at a time when the Company was in the midst of an extraordinary financial, legal and operational crisis. Drawing on his deep and broad global experience, he has since then been a driving force in growing our sales, creating positive cash flow, reducing our debt, and generating stockholder value. His experience encompasses business management, sales and marketing, operations, government relations, internal audit, international finance and accounting, treasury, investor relations, mergers and acquisitions, insurance, cash management, foreign exchange risk management, pension fund administration and banking relations. Together with his Board service experience, our Board believes he is well qualified to continue serving as a member of our Board.

Information about the number of shares of common stock beneficially owned by each director appears below in this Proxy Statement under the caption Security Ownership of Management and Certain Beneficial Owners. For more information, see the section below entitled Related Person Transactions. There are no family relationships among any of the directors and executive officers of GrafTech.

In connection with the acquisitions of Seadrift and C/G in November 2010, we entered into a Registration Rights and Stockholders Agreement with certain of the former equity holders of Seadrift and C/G who received shares of Common Stock as part of the consideration for their equity interests in Seadrift and C/G. Pursuant to that agreement, Mr. Milikowsky, certain of his relatives and related entities have the right, subject to a number of conditions, to designate one person to be nominated to our Board. Mr. Milikowsky has been nominated for election to the Board

pursuant to the terms of that agreement.

Table of Contents

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE ELECTION OF THE FOLLOWING EIGHT DIRECTORS, EACH TO SERVE UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS AND UNTIL A SUCCESSOR HAS BEEN DULY ELECTED AND QUALIFIED: RANDY W. CARSON, MARY B. CRANSTON, HAROLD E. LAYMAN, FERRELL P. MCCLEAN, NATHAN MILIKOWSKY, MICHAEL C. NAHL, STEVEN R. SHAWLEY AND CRAIG S. SHULAR.

Table of Contents

THE BOARD OF DIRECTORS

Structure of the Board

Under the Amended and Restated By-Laws, which we refer to as our by-laws, our Board fixes the number of directors. Our Board currently consists of eight members, each of whom the Board has determined to be an independent director (within the meaning of the listing standards of the NYSE), except for Mr. Shular, who is a GrafTech employee.

The Board has determined that, to be considered independent, an outside director may not have a material relationship with GrafTech (directly or as a partner, stockholder or officer of an organization that has a relationship with GrafTech). In determining whether a material relationship exists, the Board considers, among other things, whether a director or a member of his or her immediate family during the past three years was a former employee, received more than \$120,000 in direct compensation in any 12-month period from GrafTech (other than director fees and pension or other deferred compensation for prior service), has been affiliated or employed by a present or former auditor of GrafTech, or is or has been part of an interlocking directorate. The Board consults with GrafTech's counsel to ensure that the Board's determinations are consistent with all relevant securities and other laws and regulations regarding the definition of independent director, including, but not limited to, those set forth in the listing standards of the NYSE. The Board selects the Chairman following each annual meeting of stockholders. It is expected that Mr. Shular will be selected to continue as Chairman after the 2011 Annual Meeting.

GrafTech's Board has established three standing committees, the Audit and Finance Committee, the Nominating Committee, and the Organization, Compensation and Pension Committee (which we refer to as the Compensation Committee), and periodically establishes other committees, in each case so that certain important matters can be addressed in greater depth than may be possible in a meeting of the entire Board. Under the Board and committee charters described below, members of the three standing committees must be independent directors within the meaning of the listing standards of the NYSE. Further, members of the Audit and Finance Committee must be independent directors within the meaning of the Sarbanes-Oxley Act of 2002, must satisfy the expertise requirements of the listing standards of the NYSE, as required by its charter, and must include an audit committee financial expert within the meaning of the SEC rules. Our Board has determined that the three standing committees currently consist of members who satisfy such requirements.

Board Leadership Structure

Our Chief Executive Officer also serves as the Chairman of the Board. Ms. Cranston is our independent presiding director with broad authority and responsibility. Her responsibilities include presiding at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors, serving as a liaison between the Chairman and the independent directors, reviewing information sent to the Board, consulting on Board meeting agendas and schedules, recommending meetings of the independent directors, and serving as liaison for communications with stockholders and other interested parties (including those who are not stockholders or employees).

In addition, all of our directors, except Mr. Shular, are independent and all of our Board committees are comprised of independent directors. We also establish and maintain Governance Guidelines.

We believe our structure is appropriate and effective for GrafTech. It allows the Chairman/Chief Executive Officer to have direct interface with the Board to focus the independent directors' attention on the issues of greatest importance and enhances accountability while achieving effective oversight through an independent presiding director and corporate governance initiatives.

Table of Contents

The Board's Role in Risk Oversight

Our Board and its committees are actively involved in overseeing the assessment and management of risk for GrafTech. The Board receives reports from each committee chair regarding the committee's considerations and actions. The risk oversight process includes receiving regular reports from members of senior management on areas of material risk to the Company, including operational, financial, legal and regulatory, and strategic and reputational risks.

Our Governance Guidelines and Nominating Committee charter provide, among other things, that:

The Board as a whole should possess as one of its competencies the ability to assess business risk.

The Board conducts annual extended retreats with executive officers at which there are full reviews of financial statements and financial disclosures, long-term strategies, plans and risks, and current developments in corporate governance.

Under principles articulated by the NYSE, it is the job of the Chief Executive Officer and senior management to assess and manage our Company's exposure to risk, and our Audit and Finance Committee must discuss guidelines and policies to govern the process by which this is handled. The duties of our Audit and Finance Committee include, with respect to financial affairs, the identification, assessment and management of financial risks and uncertainties, such as:

Reviewing with management and the independent registered public accounting firm our financial reporting risk assessment and management policies and practices, including related corporate approval requirements and internal auditing systems, and initiatives to minimize related risks;

Discussing guidelines and policies to govern the process by which risk assessment and management is undertaken;

Reviewing with management compliance with covenants under debt securities and credit facilities;

Reviewing contingencies that could reasonably be expected to have significant impact on financial performance or condition; and

Reviewing with the General Counsel all legal matters that may have a significant impact on financial condition or performance.

We maintain an internal audit function, which reports directly to the Audit and Finance Committee, to provide management and the Audit and Finance Committee with ongoing assessments of our risk management processes and system of internal control.

In addition, the Audit and Finance Committee Charter provides that, notwithstanding anything contained in the charter to the contrary, the duties and responsibilities of the Audit and Finance Committee and each of its members is one of oversight and neither the Committee nor any of its members has any duty or responsibility to, among other things, guarantee or provide other assurances that there are no financial risks or uncertainties or that such risks or uncertainties have been reduced or eliminated.

Meetings of the Board

Each director is expected to attend our Board meetings and the meetings of those committees of our Board of which he or she is a member, and to spend the time necessary to properly discharge his or her respective duties and responsibilities. During 2010, our Board met 11 times and each director who was then serving attended at least 75% of the total number of meetings of our Board and the committees of which he or she was a member. Directors are encouraged, but not required, to attend our annual meetings of stockholders. All individuals who were then directors attended the 2010 annual meeting of stockholders.

Table of Contents

Committees of the Board

A description of the functions of each standing committee is set forth below. A list of the members of each standing committee at March 31, 2011 and the number of meetings held in 2010 by each standing committee is also set forth below. All committees have the authority to retain and pay advisors and conduct investigations without further approval of our Board or management. All such advisors shall report and be responsible directly to the committee which retains them, including the independent registered public accounting firm, which is required to be retained by the Audit and Finance Committee.

Board and Committee Charters

Our Board adopted Governance Guidelines and a written charter for each committee that, at a minimum, are intended to satisfy the requirements of the listing standards of the NYSE. These guidelines cover such matters as purpose and powers, composition, meetings, procedures, required responsibilities and discretionary activities which our Board or the appropriate committee should periodically consider undertaking. Each committee is authorized to exercise all power of our Board with respect to matters within the scope of its charter.

Our Governance Guidelines and each of the committee charters are available on our website at <http://www.graftech.com/CORPORATE-INFO/Corporate-Governance.aspx>. The information contained on our website is not part of this proxy statement.

Our Governance Guidelines and committee charters are not intended to, and do not, expand or increase the duties, liabilities or responsibilities of any director under any circumstance beyond those that a director would otherwise have under applicable laws, rules and regulations in the absence of such Governance Guidelines or charters.

Corporate Governance

The Governance Guidelines provide, among other things, that:

a majority of the directors shall be independent within the meaning of the listing standards of the NYSE;

if a member of the Audit and Finance Committee simultaneously serves on an audit committee of more than three public companies, our Board must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Audit and Finance Committee;

no director will be nominated for election or re-election if he or she would be age 74 or older at the time of election, unless special circumstances so warrant;

our Board shall meet in regular sessions at least six times annually (including telephonic meetings and the annual retreat described below);

our Board shall have an annual extended retreat with executive officers at which there will be a full review of financial statements and financial disclosures, long-term strategies, plans and risks, and current developments in corporate governance; and

non-management directors will meet in executive session at least once annually.

Mr. Shular is the only member of management who serves as a GrafTech director. All of our non-management directors are independent under applicable NYSE guidelines. Our independent directors meet in executive session in connection with our regular Board meetings.

Table of Contents

Communications with Non-Management Directors

Our Governance Guidelines require the Board, in consultation with the General Counsel, to establish a means for stockholders and employees to communicate with non-management directors and to disclose the name of the presiding director, who will ultimately receive such communication, and the means for such communication in the annual proxy statement. A majority of the non-management directors choose the director who presides at the meetings of non-management directors. Mary B. Cranston is currently serving as such presiding director.

Stockholders, employees and other interested parties (including those who are not stockholders or employees) may make any such communications to the presiding director and should direct them to M. Ridgway Barker, Kelley Drye & Warren LLP, 400 Atlantic Street, 13th Floor, Stamford, CT 06901, (203) 324-1400 (phone), (203) 327-2669 (fax), and mrbarker@kelleydrye.com. Mr. Barker will forward all such communications to the presiding director if they relate to substantive matters and include suggestions or comments that he considers important for the presiding director to know. Generally, communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs or personal grievances or communications which are repetitive or duplicative.

Code of Conduct and Ethics

We have had for many years a Code of Conduct and Ethics. The Code of Conduct and Ethics applies to all employees, including senior executives and financial officers, as well as to all directors. It is intended, at a minimum, to comply with the listing standards of the NYSE, as well as the Sarbanes-Oxley Act of 2002 and the SEC rules adopted thereunder. A copy of our Code of Conduct and Ethics is available on our website at <http://www.graftech.com/CORPORATE-INFO/Corporate-Governance.aspx>. Only GrafTech's Board or the Audit and Finance Committee may waive the provisions of our Code of Conduct and Ethics with respect to executive officers and directors. Any such waivers will be posted on our website.

Related Person Transactions

Our Board recognizes that transactions in which we participate and in which a related person (executive officer, director, director nominee, five percent or greater stockholder, or an immediate family member of one of the foregoing) has a direct or indirect material interest, can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of GrafTech and its stockholders. Accordingly, as a general matter, it is our preference to avoid related person transactions. Nevertheless, we recognize that there are situations where related person transactions may be in, or may not be inconsistent with, the best interests of GrafTech and its stockholders.

Under its charter, our Audit and Finance Committee reviews, evaluates and, as appropriate, approves all transactions with affiliates (other than majority owned subsidiaries), related parties, directors and executive officers (other than with respect to compensation of directors or executive officers, which are addressed by the Compensation Committee). In the event we enter into a transaction in which an executive officer (other than an employment relationship), director, director nominee, five percent or greater stockholder, or a member of his or her immediate family has a direct or indirect material interest, the transaction is to be presented to our Audit and Finance Committee for review to determine if the transaction creates a conflict of interest and is otherwise fair to the Company. We require each executive officer and director to annually provide us written disclosure of any transaction to which we are a party and in which the officer or director or any of their immediate family members has a direct or indirect material interest. Our Audit and Finance Committee reviews our disclosure of related party transactions on an as needed basis and on an annual basis in connection with the preparation of our annual report and proxy statement.

Table of Contents

Mr. Milikowsky, certain members of his immediate family and certain entities in which he and members of his immediate family have interests, were substantial equity owners of Seadrift and C/G prior to the acquisitions of those entities by the Company. In connection with those acquisitions, Mr. Milikowsky, his immediate family members and those entities received a portion of the aggregate consideration paid to the equity holders of Seadrift and C/G pursuant to the Seadrift Merger Agreement and the C/G Merger Agreement. In connection with those acquisitions, Mr. Milikowsky, the members of his immediate family and those entities received an aggregate of 17,515,482 shares of common stock of the Company, an aggregate of \$145,962,394 face amount of non-interest bearing senior subordinated promissory notes due 2015 of the Company and an aggregate of \$112,487,660 in cash for their equity interests in Seadrift and C/G. In addition, GrafTech purchased approximately \$2,500,000 of needle coke from Seadrift for testing purposes before the acquisition closed on November 30, 2010.

Compensation Consultant.

As described in the Compensation of Executive Officers and Directors Compensation Discussion and Analysis section below, our Compensation Committee engaged Mercer (US) Inc., or Mercer, as its compensation consultant. The total amount of fees paid to Mercer for 2010 executive compensation services to the Compensation Committee was approximately \$35,000. Mercer Limited (United Kingdom) provided non-executive compensation related actuarial services to the trustees of a closed UK pension plan and Mercer provided other non-executive compensation services for surveys, retirement plan calculations and actuarial services in Mexico, France and the United States, in the aggregate amount of approximately \$212,000. Our management made the decision to engage Mercer for these non-executive compensation related services. Additionally, during 2010, National Economic Research Associates (NERA) and Kroll Ontrack, Inc., both of which then were affiliates of Mercer, were engaged by our outside legal counsel to perform certain other services unrelated to executive compensation. These included economic modeling and data collection, hosting and production services related to our response to a request for additional information and documentary material from the Antitrust Division of the U.S. Department of Justice (the DOJ) in connection with the DOJ's consideration of our then proposed acquisitions of Seadrift and C/G. The aggregate amount paid for these services was approximately \$2,000,000. The non-compensation related services were ratified by the Compensation Committee.

Table of Contents

COMMITTEES OF THE BOARD

Audit and Finance Committee

The Audit and Finance Committee assists our Board in discharging and performing its duties and responsibilities with respect to the financial affairs of the Company. Without limiting the scope of such activities, the Audit and Finance Committee has responsibility to:

select, retain, evaluate and, as appropriate, terminate and replace the independent registered public accounting firm;

review and, as appropriate, approve, prior to commencement, all audit and non-audit services to be provided by the independent registered public accounting firm;

review regularly with management, the director of internal audit and the independent registered public accounting firm any audit problems or difficulties and management's responses thereto;

resolve or direct the resolution of all material disagreements between management and the independent registered public accounting firm regarding accounting and financial reporting;

review with management and the independent registered public accounting firm all reports delivered by the independent registered public accounting firm with respect to critical accounting policies and practices used, alternative treatments of financial information available under generally accepted accounting principles and other written communications between the independent registered public accounting firm and management, together with their ramifications and the preferred treatment by the independent registered public accounting firm;

meet at least once annually with management, the director of the internal audit department, the General Counsel and the independent registered public accounting firm in separate sessions;

assess the adequacy of codes of conduct, including codes relating to ethics, business integrity, conflicts of interest, confidentiality, public disclosure and insider trading and, as appropriate, adopt changes thereto, and otherwise discharge its responsibilities with respect to the adoption, improvement and implementation of the code of conduct;

direct the establishment of procedures for the receipt and retention of, and the response to, complaints received regarding accounting, internal control or auditing matters; and

direct the establishment of procedures for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

No member of the Audit and Finance Committee serves as a member of an audit or similar committee of more than three public companies. The Audit and Finance Committee's Report is set forth below.

Organization, Compensation and Pension Committee

The Compensation Committee assists our Board in discharging and performing its duties and responsibilities with respect to management compensation and succession planning, employee benefits and director compensation. To the extent that the Compensation Committee deems

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appropriate or desirable, it may appoint one or more subcommittees and delegate to such subcommittee the authority to make (including determining the terms and conditions of) grants or awards under, and to otherwise administer, bonus and incentive compensation plans and programs.

Without limiting the scope of such activities, the Compensation Committee shall:

annually determine the compensation of the Chief Executive Officer and the corresponding goals and objectives and evaluate the performance of the Chief Executive Officer in light of such goals and objectives;

Table of Contents

review and evaluate compensation (including incentive compensation) for senior management and determine compensation for directors;

assess organizational systems and plans, including those relating to management development and succession planning, including contingency planning for unanticipated sudden developments;

administer stock-based compensation plans;

assess whether compensation programs present unreasonable risks; and

review the Compensation Discussion and Analysis for inclusion in our proxy statement.

For a further discussion of the processes and procedures involved, please see Compensation of Executive Officers and Directors Compensation Discussion and Analysis.

Nominating and Governance Committee

The Nominating Committee assists our Board in discharging and performing its duties and responsibilities with respect to nomination of directors, selection of committee members, assessment of performance of our Board and other corporate governance matters. Without limiting the scope of such activities, the Nominating Committee shall:

review candidates for nomination for election as directors submitted by directors, officers, employees and stockholders; and

review at least annually the current directors of our Board to determine whether such individuals are independent under the listing standards of the NYSE and the SEC rules under the Sarbanes-Oxley Act of 2002.

The Nominating Committee annually assesses the composition of our Board and its standing committees to determine whether they comply with requirements under our Board and committee charters, SEC rules, NYSE listing standards and applicable laws and possess the core competencies, skills and characteristics described above (please see Director Qualifications). In addition, the Nominating Committee undertakes succession and other planning as to the future needs of the Company. The Nominating Committee gathers suggestions as to individuals who may be available to meet those future needs from a variety of sources, such as past and present directors, stockholders, colleagues, retained search firms, and other parties with whom we have business dealings, and undertakes a preliminary review of the individuals suggested. The preliminary review may include preliminary searches of public information available about the individuals. At such times as the Nominating Committee determines that a relatively near term need exists and if, following a preliminary review, the Nominating Committee believes that an individual may strengthen the core competencies and possess the skills and characteristics described below, the Nominating Committee will contact the individual to ascertain his or her interest in serving us and obtain further information about and insight as to such individual. In connection therewith, the Nominating Committee typically reviews detailed resumes and reports, contacts references, conducts in-depth interviews and undertakes in-depth searches of public information. Based thereon and on the Nominating Committee's evaluation of other potential nominees and GrafTech's needs, the Nominating Committee determines whether to nominate the individual for election as a director.

There are no differences in the manner in which the Nominating Committee evaluates nominees for directors recommended by a stockholder. To submit a nominee for election as a director for consideration by the Nominating Committee, a stockholder must submit a written request to that effect to our Secretary at our corporate headquarters. Any such request will be subject to the requirements described in the Section entitled Other Information When Are Stockholder Proposals for the 2011 Annual Meeting Due .

Table of Contents**Board Committee Membership Roster as of March 31, 2011**

Name	Audit and Finance	Organization, Compensation and Pension	Nominating and Governance
Randy W. Carson		x	
Mary B. Cranston		x	x*
Harold E. Layman		x*	x
Ferrell P. McClean (1)	x		x
Michael C. Nahl (1)	x*	x	
Steven R. Shawley (1)	x		
Number of meetings in 2010	8	5	3

* Committee Chairperson.

(1) Ms. McClean, Mr. Nahl and Mr. Shawley have each been designated by our Board as an audit committee financial expert within the meaning of the SEC rules under the Sarbanes-Oxley Act of 2002.

Compensation Committee Interlocks and Insider Participation

None of Randy W. Carson, Mary B. Cranston, Harold E. Layman or Michael C. Nahl, the members of the Compensation Committee, served as an officer or employee of GrafTech or any of its subsidiaries at any time during or prior to 2010. During 2010, no executive officer of GrafTech served as a director or member of the compensation committee (or other committee serving an equivalent function) of any other entity, an executive officer of which served as a director or member of the Compensation Committee.

Table of Contents

AUDIT AND FINANCE COMMITTEE REPORT

The Audit and Finance Committee reviews GrafTech's financial reporting process on behalf of the Board. Management has the primary responsibility for establishing and maintaining adequate internal financial controls, for preparing the financial statements and for the public reporting process. PricewaterhouseCoopers LLP, or PwC, our Company's independent registered public accounting firm for 2010, is responsible for expressing opinions on the conformity of the Company's audited financial statements with generally accepted accounting principles and on the Company's internal control over financial reporting.

In this context, the Audit and Finance Committee has reviewed and discussed with management and PwC the audited financial statements for the year ended December 31, 2010 and PwC's evaluation of the Company's internal control over financial reporting. The Audit and Finance Committee has discussed with PwC the matters that are required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol. 1, AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. PwC has provided to the Audit and Finance Committee the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit and Finance Committee concerning independence, and the Audit and Finance Committee has discussed with PwC that firm's independence. The Audit and Finance Committee has concluded that PwC's provision of audit and non-audit services to Graftech is compatible with PwC's independence.

Based on the review and discussions referred to above, the Audit and Finance Committee recommended to our Board of Directors that the audited financial statements for the year ended December 31, 2010 be included in our Annual Report on Form 10-K for 2010 for filing with the SEC. This report is provided by the following independent directors, who comprise the Audit and Finance Committee:

AUDIT AND FINANCE COMMITTEE

Michael C. Nahl, Chairman

Ferrell P. McClean

Steven R. Shawley

Table of Contents

COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS

Compensation Discussion and Analysis

We have designed a compensation program for the named executive officers of GrafTech that is driven by our strategic goals and the primary principle of pay for performance. This section of the proxy describes the executive compensation program and explains the compensation policies and decisions of the Compensation Committee with respect to our named executive officers. The compensation program for this group primarily consists of a base salary, cash incentive awards and equity awards.

During 2010, the named executive officers were: Craig S. Shular, Chairman, President and Chief Executive Officer; Mark R. Widmar, Vice President and Chief Financial Officer; Petrus J. Barnard, Vice President, President Industrial Materials; Hermanus L. Pretorius, Vice President, President Engineered Solutions; and John D. Moran, Vice President, General Counsel and Secretary. In March 2011, Mr. Widmar left GrafTech to pursue another career opportunity. Mr. Shular is serving as our acting chief financial officer.

Executive Summary

We provide an executive compensation program that is focused on promoting performance and stockholder value. The design and operation of the program reflect the following objectives:

Driving long-term financial and operational performance that will deliver value to our stockholders;

Attracting and retaining talented executive leadership;

Providing competitive pay opportunities relative to the executive's position in the relevant market and within the Company;

Motivating executives to achieve or exceed Company and individual performance goals that are established at a high standard; and

Aligning the interests of our executives with those of our stockholders by encouraging equity ownership.

Our executive compensation program emphasizes pay for performance through annual cash incentive and long-term incentive programs, which collectively are the majority of our named executive officers' targeted annual compensation. The annual incentive plan and a substantial portion of our long-term incentive plan only provide value if specific financial and strategic goals are achieved. In addition, our executives also receive base salaries set on competitive market data, individual performance and other factors, as well as retirement savings and limited other benefits.

The following highlights the Compensation Committee's key compensation decisions and factors for 2010:

Achieving significant growth through acquisitions;

Increasing our named executive officers' base salary to align with the median base salary of executive officers in our peer group companies;

Benchmarking against peer group companies for long-term incentives;

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Awarding long-term incentive opportunities that vest over a three-year period, a portion of which are based on performance measured by annual incentives to reflect the Company's strategic growth initiatives;

Adopting provisions for (i) forfeiture of equity-based awards under certain circumstances such as violation of non-compete covenants or engaging in conduct that is detrimental to the Company and (ii) recoupment of equity award distributions in the event of a required accounting restatement due to material non-compliance with any financial reporting requirement under U.S. securities laws.

Table of Contents

Executive Compensation Philosophy and Approach

Our stated philosophy is to provide market competitive pay for achieving targeted results. We target named executive officer total direct compensation packages that are competitive against the median compensation for equivalent positions with other global corporations of comparable size and complexity. We believe that a median target provides a sufficiently competitive compensation opportunity to attract, retain and motivate our executives in a manner that enhances stockholder value. We also emphasize a pay-for-performance approach and structure our compensation program so that a significant proportion of total compensation is variable in the form of annual and long-term performance-based incentive compensation. The majority of the annual compensation opportunity is at risk.

The percentage of performance-based compensation increases as the levels of executive responsibility increase. Our performance measures are set at target levels that are expected to be achieved, but represent a level of difficulty that requires diligent management focus and attention and does not ensure value if our stretch performance objectives are not attained. Our named executive officers are required to devote significant effort and produce significant results to attain payment for performance at, or above, our goals. Annual incentives include business unit objectives for positions that require the management of business units and corporate objectives for other positions. We also evaluate individual performance based on pre-established criteria, which we use in establishing base salary levels and for making negative adjustments to annual incentive awards. A portion of our long-term incentive opportunities are equity awards that realize value based on performance over a designated period. We believe that these criteria align the interests of our named executive officers with the interests of GrafTech and its stockholders and that achievement of the criteria will enhance stockholder value.

We encourage retention and long-term value creation by offering long-term incentives that can be earned or vested over several years as well as a competitive package of benefits. In order to align our key executives' interests with those of our stockholders, we grant equity interests and encourage ongoing stock retention by our named executive officers, all of whom are subject to minimum ownership guidelines.

The Compensation Committee reviews the following compensation elements for each named executive officer: base salary; annual and long-term incentive compensation levels; retirement; health, life, and disability insurance; and vacation. The Compensation Committee considers the individual named executive officer's level and complexity of responsibility, experience and skills, and performance in his or her position over time in considering changes to each named executive officer's total compensation opportunity. Our Chief Executive Officer and our Director, Corporate Human Resources, provide the Compensation Committee with tally sheets that include an analysis of the total compensation and other information for the named executive officers (other than the Chief Executive Officer) and information concerning the performance of such other named executive officers. The tally sheets are used to benchmark the named executives' compensation. Together with evaluations of the executives' performance, the tally sheets are also used to develop recommended compensation actions for changes in base salaries and alignment of annual and long-term incentive grant levels. In determining each named executive officer's compensation package, the Compensation Committee reviews management's recommendations, considers how each element of compensation as well as the total compensation package compare with the market median for the named executive officer, the named executive officer's performance and the Company's internal pay equities. Chief Executive Officer compensation is determined by the Compensation Committee in consultation with Mercer. As noted below, the Compensation Committee followed this process for 2009 but did not make any upward base salary adjustments in 2009; the 2009 analysis formed the basis of salary adjustments made in 2010.

Compensation Plan Risk

We additionally followed a specific process to review our compensation plans and analyze the checks and balances associated with such plans. At the end of this process, we determined that our compensation plans do not pose an unreasonable risk to the Company.

Table of Contents**Compensation Consultant**

During 2009, our Compensation Committee sought requests for proposals from several compensation consultants. Each candidate firm was asked to submit a proposal to the Compensation Committee, after firm representatives had an opportunity to review current executive compensation plans with our Director, Corporate Human Resources, analyze compensation data, and conduct interviews with our named executive officers and members of the Compensation Committee. The candidates were asked to provide a pay-for-performance analysis of our compensation program and to give us their recommendations with respect to the overall design of the executive compensation program, including annual and long-term incentive plans and benefits programs. As a result of this careful selection process, in 2009 the Compensation Committee engaged Mercer as its third-party consultant on executive compensation matters to serve at the sole pleasure of the Compensation Committee and work with management to understand organization strategy, structure and executive positions and current remuneration programs.

The Compensation Committee again retained Mercer as its compensation consultant in 2010. Mercer assisted the Compensation Committee in its process of reviewing the peer group of companies used to benchmark pay practices, reviewing the compensation programs of members of the peer group and making recommendations and providing advice with respect to the compensation of our named executive officers and the overall effectiveness of our executive compensation program.

Peer Group

When determining an executive's overall compensation package, the different elements of compensation are considered in light of the compensation packages provided to similarly situated executives at comparable companies, which we refer to as our compensation peer group, as well as the role the executive is expected, and should be able, to play in achieving our short- and long-term goals. The compensation peer group has been constructed to include organizations of comparable size, revenue, assets, employees, market capitalization, complexity, business focus and geographical scope.

Compensation Peer Group

The compensation peer group consists of 15 publicly-traded companies in industries similar or related to our own and with comparable revenues. In establishing the compensation peer group, we relied on information and analysis compiled at the end of 2009, including 2008 revenues. The median peer group revenues were \$1.3 billion, comparable to our 2008 revenues of \$1.2 billion (based on revenues reported in each company's annual report on Form 10-K). The compensation peer group consists of the following:

AMETEK, Inc	Materion Corporation (formerly known as Brush Engineered Materials Inc.)
Carpenter Technology Corporation	MKS Instruments, Inc.
Ferro Corporation	Nordson Corporation
Franklin Electric Co, Inc.	Roper Industries, Inc
GT Solar International, Inc.	Valmont Industries, Inc.
Hexcel Corporation	Varian Semiconductor Equipment Associates Inc.
Hubbell Incorporated	Woodward Governor Company
IDEX Corporation	

Additional Peer Group for Long-Term Incentives

With respect to our long-term incentive program (described below), we adopted a portfolio approach to equity as recommended by Mercer, that is consistent with most of our peers. This approach includes a mix of (i) time-based stock options, (ii) time-based restricted stock units and (iii) performance shares. In 2009, we adopted an expanded peer group against which to measure performance under the long-term incentive program. In addition to the 15 peers reported above, the expanded peer group includes 16 companies in the

Table of Contents

electrical equipment industry with 2008 revenues ranging from \$500 million to \$2.5 billion. We believe a larger peer group eliminates some of the outliers in terms of extreme positive or negative performance. The additional companies in the expanded peer group consist of:

A. O. Smith Corporation	First Solar Inc.
Acuity Brands, Inc.	International Wire Group, Inc.
Baldor Electric Company	Polypore International, Inc.
Belden Inc.	Powell Industries, Inc.
Brady Corporation	Power-One, Inc.
Coleman Cable, Inc.	Regal-Beloit Corporation
Encore Wire Corporation	SunPower Corporation
EnerSys Inc.	Thomas & Betts Corporation

Structure of Executive Compensation Program

Components

We believe that our executive compensation program, each element and in total, effectively achieves our objectives. The majority of each named executive officer's compensation opportunity is based on the achievement of financial and strategic goals established at the beginning of each performance period. We seek to implement our compensation philosophy through a combination of base salaries, annual and long-term incentives, and other benefits, such as retirement savings and health and welfare benefit plans. The primary elements of our executive compensation program, which are key to the attraction, retention and motivation of our named executive officers, are shown in the following table.

Element	Objective	Key Features
Base Salary	Values the competencies, skills, experience and performance of individual executives.	Targeted at the 40 th to 50 th percentile of our compensation peer group, since we strive to have the majority of executive officer pay at risk and tied to Company performance.
Executive Incentive Compensation Plan (ICP)	Attracts and retains executive talent by providing a fixed level of compensation that is financially stable and not at risk.	Annual awards targeted above market median which may be paid in cash, GrafTech stock, or a combination of cash and stock based upon the attainment and certification of certain performance measures established by the Compensation Committee over the applicable performance period. Amount earned will vary, based on actual results achieved.
	Provides competitive incentives to executive officers by having a portion of their annual compensation dependent upon annual performance and at risk.	
	Motivates and rewards executives for the achievement of targeted financial and strategic operational goals.	

The performance measures for 2010 were earnings before interest and taxes (EBIT), inventory turns and cash flow, as described below.

Table of Contents

Element	Objective	Key Features
2005 Long-Term Equity Incentive Plan (LTIP)	<p>Retain executive officers and align their interests with those of stockholders.</p> <p>Motivate and reward executives for the achievement of long-term financial goals and creation of stockholder value.</p>	<p>Awards targeted at market median award levels. Grants in 2010 included a mix of time-based awards that vest ratably over, or at the end of, a three-year period:</p> <p>stock options, restricted stock units, and performance shares.</p> <p>For 2010 performance shares, our performance is measured against the expanded peer group and future payouts are based 40% on revenue growth and 60% on EBIT growth over the three-year period.</p>
Retirement Savings Plan	<p>Encourage and reward long-term service by providing competitive market-based retirement savings benefits in a tax-efficient manner.</p>	<p>Broad-based plan under which GrafTech makes matching and profit sharing contributions that vary, based on the employee's compensation and contribution, on eligible earnings up to the Code limit of \$245,000.</p>
Compensation Deferral Plan	<p>Provides savings in a tax-efficient manner.</p>	<p>Matching and profit sharing contributions that are comparable to the Retirement Savings Plan on eligible earnings in excess of the Code limit of \$245,000.</p>
Health, Welfare, and other Benefits	<p>Attract and retain key executives by providing competitive health, welfare and other benefits.</p>	<p>Generally, benefits are made available to executive officers on same basis as benefits are made available to eligible employees.</p>

Base Salaries

We provide base salaries to our named executive officers that we believe are competitive to attract and retain key executive talent and to provide a compensation component that is financially stable. Base salaries for named executive officers have historically been targeted between the 40th and 50th percentiles of the compensation peer group, with individual variations based on job scope, tenure, promotions, retention risks, and performance. Base salaries also form the basis for calculating other compensation opportunities for our named executive officers. For example, an executive's base salary is used to determine each executive officer's annual and long-term incentive opportunity levels and is included in the formula for calculating severance benefits in the event of termination of the executive's employment in connection with a change in control.

Year-to-Year Base Rate Annualized Salary Changes

In 2009, the Compensation Committee, with assistance from Mercer, assessed the competitiveness of the base salaries of our named executive officers. Mercer provided the Compensation Committee with a benchmarking study based on two sources of information. This executive compensation benchmarking study

Table of Contents

showed that, in aggregate, our named executive officers' base salaries were below the 25th percentile, placing us in the bottom quartile of competitive levels. Because it is the Compensation Committee's stated philosophy to target the named executive officers' base salaries between the 40th and 50th percentiles of the market, the Compensation Committee approved the following salary increases effective July 1, 2010, based on this data and other factors such as those described above and, for Mr. Moran, his promotion to Vice President, General Counsel and Secretary that occurred in 2009.

Named Executive Officer	2009 (\$)	2010 (\$)	%
			Increase (effective July 1, 2010)
Craig S. Shular	630,000	725,000	15
Mark R. Widmar	341,000	365,000	7
Petrus J. Barnard	384,400	384,400	
Hermanus L. Pretorius	236,000	270,000	14
John D. Moran	216,000	270,000	25

Short-Term Incentives through the Executive Incentive Compensation Plan

In 2009, our stockholders approved the GrafTech International Ltd. Executive Incentive Compensation Plan, which we refer to as the ICP. The purpose of the ICP is to provide competitive incentives to executive officers by having a portion of their annual compensation dependent upon annual performance and to motivate and reward executives for the achievement of targeted financial and strategic operational goals that create stockholder value.

Under the ICP, the Compensation Committee may decrease, but not increase, the aggregate amount awarded to any participant for any performance period. We intend that our executives are required to devote significant effort and produce meaningful results to attain payment for performance. Payments may be made in shares of GrafTech stock or a combination of cash and stock, assuming applicable performance measures are achieved and individual criteria satisfied.

ICP payments earned by our named executive officers for actual 2010 performance ranged from 76% to 124% of target performance level.

Named Executive Officer	Threshold(\$)	Target(\$)	Maximum(\$)	Actual(\$)	Actual as
					% of Target
Craig S. Shular	362,500	725,000	1,740,000	870,000	120
Mark R. Widmar	109,500	219,000	525,600	262,800	120
Petrus J. Barnard	125,000	250,000	600,000	190,000	76
Hermanus L. Pretorius	81,000	162,000	388,800	200,000	124
John D. Moran	74,250	148,500	356,400	178,200	120

ICP Target Opportunities.

Annual incentive award targets for our named executive officers are established to drive achievement of stockholder return objectives. The Compensation Committee aims for total cash compensation to be at market median levels. Based on Mercer's benchmarking analysis, the target level for 2010 ICP was set at an amount between 60% and 100% of a named executive officer's actual base salary. For 2011, the target levels are the same.

ICP Performance Measures for 2010

Under the ICP, our named executive officers are eligible to receive annual awards based upon the attainment and certification of certain performance measures established by the Compensation Committee. The performance measures for 2010 were EBIT, inventory turns, and cash flow. We believe that, by growing our revenues and operating income, successfully implementing LEAN initiatives, and maximizing our cash flows, we will deliver

Table of Contents

enhanced financial performance and return on shareholder value and be in the best position to capitalize on growth opportunities that may arise. We have identified these performance measures as key elements in our business strategy to drive profitable growth, and, accordingly, based 2010 awards under the ICP on the level of their achievement.

EBIT is essentially our operating income excluding certain special items. Inventory turnover is a measure of the number of times inventory is sold or used in a time period such as a year. Our calculation method for inventory turns is the prior six months cost of goods sold annualized divided by the average monthly inventory. Cash flow represents cash flow from operating activities excluding certain special items.

The primary driver of our ICP in 2010 was EBIT. Unless the total company EBIT threshold was met, no annual incentive compensation payments would have been made for the 2010 performance period. The 2010 incentive targets for Messrs. Shular, Widmar and Moran were based on our total company threshold, target and maximum performance measures. The 2010 incentive targets for Messrs. Barnard and Pretorius were based 40% on total company results and 60% on their respective operating segment results. The total company performance measures for 2010 were:

Performance Measures	Weight (%)	Threshold	Target (\$ in millions except inventory turns)	Maximum	Actual
EBIT	50	150	193	269	173.9
Inventory Turns	25	2.52	2.87	3.15	2.76
Cash Flow	25	23	40	90	70.8
Total	100				

The performance measures, including the threshold, target and maximum levels attainable, are established within 90 days after the beginning of the applicable performance period so that attainment is not assured. The maximum amount payable is based on 240% of the named executive officer's targeted bonus. The Compensation Committee may make downward adjustments from 240% to 0% of the named executive officer's targeted incentive, based on the achievement of performance measures, individual performance, and other factors that the Compensation Committee deems relevant in determining the amount payable.

In addition, in 2010, we subjectively considered the following attributes on an individual basis to determine whether any awards should be adjusted downward, which adjustment would be permissible and still allow the awards to not be subject to the limitation on deductibility under Section 162(m) of the Internal Revenue Code of 1986, as amended, and referred to as the Code:

the individual's contribution to the generation of free cash flow and achievement of stated annual objectives;

excellence in our core competencies customer focus, drive for results, ethics, values and peer relationships;

delivery on business plan commitments;

adaptability to change;

commitment to continuous improvement and our guiding principles;

efficiency and effectiveness of execution;

health, safety, and environment excellence safety statistic performance and follow through on applicable audit action plans;

leadership demonstrates strong leadership and seizes opportunities to lead;

Sarbanes-Oxley compliance;

teamwork; and

special accomplishments and strong initiative.

Table of Contents

ICP Performance Measures for 2011

For 2011, Mercer recommended, and the Compensation Committee approved, performance measures that correlate with GrafTech's continued focus on growth. Accordingly, the ICP performance measures for the 2011 performance period will, once again, be based on EBIT (weighted at 50%), inventory turns and cash flow (both weighted at 25%). Unless the total company EBIT threshold is met, no annual incentive compensation payments will be made for the 2011 performance period. We believe that these measures are key elements in our business plan to drive profitable growth in order to create additional shareholder value in the coming years.

Long-Term Incentives through Management Stock Ownership

We believe that we can maximize stockholder value by incentivizing both short- and long-term performance. We believe that compensation in the form of stock-based awards helps create a culture focused on long-term stockholder value. In 2010, our stockholders re-approved the performance measures of the GrafTech International Ltd. 2005 Equity Incentive Plan, as amended, which we refer to as the Equity Incentive Plan.

The purpose of the Equity Incentive Plan is to promote the interests of GrafTech and our stockholders by strengthening our ability to attract, motivate, and retain personnel upon whose judgment, initiative, and efforts the financial success and growth of the business of GrafTech largely depend, to offer such personnel additional incentives to put forth maximum efforts for the success of the business, and to afford them an opportunity to acquire a proprietary interest in GrafTech through stock ownership and other rights. The Equity Incentive Plan is an important component of the total compensation package offered to employees and directors, reflecting the importance that we place on motivating and rewarding superior results with long-term, performance-based incentives.

The Equity Incentive Plan is designed to:

Reward for the achievement of financial and strategic goals and stockholder value;

Encourage retention of our top performers;

Reward our top leaders—those who have the ability to make a material difference in our Company; and

Align management's interests with those of our stockholders by aligning rewards with growth in stockholder value.

The Equity Incentive Plan permits awards of stock options, restricted stock, performance shares and other equity-based incentives. Awards granted to our named executive officers are determined based on their levels of responsibility, ability to make a positive impact on GrafTech, current or new positions, current base salaries, and salaries and other compensation offered by other similarly situated companies for individuals in equivalent positions. These awards are consistent with our pay-for-performance principles because they are designed to focus the attention of executives on strategic goals spanning more than the current year, and to align the interest of executives with our goal of creating long-term stockholder value.

In February 2011, the Compensation Committee granted time-vested restricted stock units to Messrs. Shular, Widmar and Moran that would vest ratably on each of the first three anniversaries of grant in recognition of their leadership and support of our strategic growth initiatives in 2010 and 2011, including our acquisitions of Seadrift and C/G.

In each of 2010 and 2009, the Compensation Committee granted awards to our named executive officers that include a mix of stock options (30%), restricted stock units (30%) and performance shares (40%). The stock options and restricted stock units vest ratably on each of the first three anniversaries of grant. Performance shares are measured and earned on the basis of performance over a three-year period, cliff vest after the end of the performance period, and are payable in shares of stock after completion of the performance period to the extent earned.

Table of Contents

In 2009, the Compensation Committee made adjustments to the types and size of grants that had been made in prior years because the results of the 2009 executive benchmarking study showed that historical long-term incentive grants were significantly below market median levels. The objective was to bring target total direct compensation from below the 25th percentile closer to market median levels. This adjustment is reflected in the awards made in both December 2009 and 2010. Awards were designed to provide, at target, market median award levels similar to our ICP target opportunities where target is set at an amount between 60% and 100% of the named executive officer's actual base salary. The primary difference between units versus shares is that units represent a promise to pay, provide tax efficiencies for international employees, and do not carry the right to vote or receive dividends.

Performance Share Awards 2009 and 2010

In selecting performance measures for the performance shares, the Compensation Committee determined, in consultation with Mercer, that the Equity Incentive Plan should provide rewards for successful, profitable growth over a three-year time horizon and that the best way to measure GrafTech's success was through relative performance versus an expanded peer group of similarly situated organizations. The payouts are based 40% on revenue growth and 60% on operating income growth computed based on EBIT. All growth numbers reflect a percentage change from the start of the performance period until the end of the performance period. All performance is measured using published financial information in each peer company's annual report. Performance share awards are leveraged with payouts of 50%, 100%, and 200% at threshold, target, and maximum, respectively. Threshold payouts are earned for 35th percentile performance, target at 50th percentile performance, and maximum at 75th percentile performance (when compared to the performance of the expanded peer group), which is consistent with most U.S. performance share plans that use relative measures. Further, if EBIT growth does not achieve at least 35th percentile performance, no awards will be earned for the revenue growth component.

Level of Performance Achieved During Performance Period	Percentages in this column Apply to 40% of		Percentages in this column Apply to 60%	
	Revenue Growth	EBIT Growth	Revenue Growth	EBIT Growth
Performance Measure	Performance Measure	Performance Measure	Performance Measure	Performance Measure
Rank in Peer Group for Revenue Growth for Performance Period	Rank in Peer Group for Revenue Growth for Performance Period	Rank in Peer Group for EBIT Growth for Performance Period	Rank in Peer Group for Revenue Growth for Performance Period	Rank in Peer Group for EBIT Growth for Performance Period
Resulting Performance Shares Earned	Resulting Performance Shares Earned	Resulting Performance Shares Earned	Resulting Performance Shares Earned	Resulting Performance Shares Earned
Threshold	35 th Percentile	50	35 th Percentile	50
Target	50 th Percentile	100	50 th Percentile	100
Maximum	75 th Percentile	200	75 th Percentile	200

* Meaning 40% or 60%, respectively, of the number of performance shares granted under the target award.

The expanded peer group against which to measure relative revenue growth and EBIT growth performance includes the 15 peers used in the compensation benchmarking for named executive officers, as well as the additional 16 companies in the electrical equipment industry. See *Peer Group*, above, for the resulting peer group.

Performance Shares Awards 2008 and 2007

In 2008 and 2007, the Compensation Committee granted awards of performance shares. The applicable performance target for each particular performance year is established in writing by the Compensation Committee not later than 90 days after the commencement of the performance period and attainment of the performance target is subject to certification by the Compensation Committee. If the annual performance target for a particular year is not achieved, then the entire one-third of the applicable award will be forfeited.

The 2008 awards are earned upon the attainment of free cash flow (or other performance targets to be established by the Compensation Committee or the Board) for the applicable annual period. Subject to applicable

Table of Contents

terms of the award agreements, the 2008 awards also have a service vesting component, and do not vest until February 2012. Awards, including installments previously earned, are forfeited if the executive's employment terminates before vesting occurs. For the measurement periods, 70% of the performance target is based on free cash flow that is generated for 2011 and 30% is based on the degree to which GrafTech's cash flow return on investment exceeds the comparable measure of certain other companies in our industry. The target award is subject to upward or downward adjustment as follows: by February 28 of each of 2010, 2011, and 2012, one-third of the target award will be multiplied by a percentage reflecting the degree to which the performance criteria established by the Compensation Committee for such performance year have been achieved. The resulting number of performance shares, or Earned Shares, will be set aside as unvested Earned Shares for the participant as of the date of such determination; provided, that the individual is still employed on such date. For each performance year, if the threshold performance measures are obtained, 50% of the target performance shares applicable to that year will become Earned Shares. If the target performance measures are attained, 100% of the target performance shares applicable to that year will become Earned Shares. If the maximum performance measures are attained, 150% of the target performance shares applicable to that year will become Earned Shares. GrafTech's Board or the Compensation Committee has the right to accelerate the vesting of any or all unvested awards at any time.

In 2007, the Compensation Committee also granted awards of performance shares. One-third of these awards were conditioned to vest each February, but only if the applicable annual performance target for the immediately preceding year had been achieved. Based on free cash flow generated in 2008 and 2009, one-third of the 2007 awards vested in each of February 2009 and 2010. The vesting performance goal for 2008 and 2009 was the same cash flow target as the 2008 and 2009 short-term incentive performance measures. The remaining one-third of the 2007 awards vested in February 2011 based on cash flow generated in 2010. For the 2010 measurement period, the performance target was based on free cash flow that was generated in 2010. There was no service vesting component to these awards although the awards were forfeited if the executive's employment terminated before shares were earned. Participants whose restricted stock vested have been encouraged, but not required, to hold at least 50% of the vested shares for at least one year.

Recoupment Provisions and Policy

Our Equity Incentive Plan and ICP awards contain forfeiture and recoupment provisions in the event of misconduct of the individual. Our 2010 Equity Incentive Plan award contains recoupment or clawback provisions as contemplated under the Dodd-Frank Act. We are in the process of reviewing our recoupment policy and plan to take into account provisions included in final SEC rules under the Dodd-Frank Act once they are issued.

Pension Plan

We previously froze our defined benefit plans, including the UCAR Carbon Retirement Plan, or our Retirement Plan, and no additional benefits are accruing under the plans, although benefits previously accrued under the Retirement Plan will still be payable from the Plan when due. See Pension Benefits at Fiscal Year End December 31, 2010 below for a description of the Retirement Plan and benefit formulas.

Retirement Savings Plan

We provide retirement savings opportunities through our defined contribution plans. We maintain the GrafTech International Savings Plan, or the Savings Plan, which is intended to be qualified under Section 401(a) of the Code. The Savings Plan permits employees to contribute up to 50% of their compensation on a pre-tax or after-tax basis, up to IRS maximums. We provide a match, in GrafTech stock, equal to 100% of the first 3% of compensation deferred and 50% of the next 2% of compensation deferred. We also make employer contributions to the Savings Plan equal to 1% of compensation (up to statutory limits). See Other Compensation Arrangements below for additional information regarding the Savings Plan.

Table of Contents

Deferred Compensation Plan

We maintain a deferred compensation plan to provide savings in a tax-efficient manner for the benefit of eligible management employees who participate in our performance-based compensation programs and employees whose benefits under the Savings Plan are limited by the benefit restrictions of Section 415 of the Code. Participants are able to defer up to 85% of their ICP compensation, up to 50% of their base salary and up to 50% of their compensation in excess of the amounts that may be recognized under the Savings Plan (in 2010, such amount was \$245,000) (deferrals on compensation in excess of the Code limit are referred to as participants' Excess Deferrals). We make quarterly matching allocations in shares of our common stock equal to 100% of the first 3% and 50% of the next 2% of the participant's Excess Deferrals. In addition, participants are credited with nonqualified defined contribution retirement plan employer allocations equal to 1% of their compensation in excess of the amount that may be considered under the Savings Plan. Participants are immediately vested in the matching allocation. Generally, Participants vest in the other GrafTech allocations when they have completed five years of service.

Our compensation deferral plan is intended to comply with Section 409A of the Code concerning deferred compensation arrangements. See Nonqualified Deferred Compensation at Fiscal Year End December 31, 2010 below for additional information regarding the compensation deferral plan.

Benefit Security

Retirement and other benefits are paid out of our general assets, except for payments out of the tax-qualified trusts for the Retirement Plan and the Savings Plan and except for payments out of grantor trusts (called rabbi trusts) or funded by the purchase of annuities.

Health, Welfare and Other Personal Benefits

In addition to the principal compensation components described above, our named executive officers are entitled to participate in all health, welfare, fringe benefit, relocation assistance and other arrangements generally available to other salaried employees. Generally, benefits are made available to our named executive officers on the same basis as benefits are made available to eligible employees under the terms of applicable plans.

The Compensation Committee also may, as considered reasonable and appropriate on a case by case basis, provide our officers, including our named executive officers, with limited additional perquisites and other personal benefits. In 2010, we did not provide perquisites to our named executive officers.

The Compensation Committee believes that these health, welfare, and other personal benefits are reasonable and consistent with the practices of public companies in the United States. The Compensation Committee also believes that these benefits assist us in attracting and retaining key executives.

Change in Control Agreements

We do not have employment agreements with any of our executive officers. The Compensation Committee believes that the absence of employment agreements provides us with more flexibility in adjusting the compensation levels of our executive officers.

Our Board did, however, between 2000 and 2006, approve execution of change in control severance compensation agreements for certain members of senior management, including the named executive officers other than Mr. Moran. These agreements are based on a double trigger scenario in which there must be both a change in control and a termination of the named executive officer's employment prior to the expiration of the change in control agreement. Accordingly, the severance benefits under these agreements are payable only in the event the named executive officer's employment with us is terminated under certain circumstance following a change in control. The Board recognizes that the possibility of a change in control of GrafTech exists, as is the

Table of Contents

case with many publicly held corporations, and that the uncertainty and questions which it may raise among management may result in the departure or distraction of management personnel to the detriment of GrafTech and its stockholders.

The Board has determined that appropriate steps should be taken to reinforce and encourage the continued attention and dedication of members of our management to their assigned duties without distraction in the face of potentially disturbing circumstances arising from a possible change in control. The Board has also determined that it is in the best interests of GrafTech and its stockholders to ensure continued availability of our named executive officers in the event of a potential change in control.

In the case of our eligible named executive officers who remain our employees, the agreements provide for the payment, in the event of a change in control and, if the employment of the executive is terminated under certain circumstances, of severance compensation equal to 2.99 times the sum of the officer's base salary and ICP targeted bonus opportunity, and, except as to Mr. Pretorius, extended insurance coverage and reimbursement for certain excise tax liabilities (and income tax liabilities on this reimbursement), a gross-up. The amount of severance compensation was established, at the time the agreements were entered into, taking into account the maximum amount that we expect to be able to pay without triggering an excise tax to the executive or a loss of deduction to GrafTech under the golden parachute rules. It is possible, however, that the aggregate amounts paid to a named executive officer who is a U.S. employee will exceed the IRS limitations and the severance payments to the executive, including any gross-up payments, will not be deductible by GrafTech. The officers are entitled to the compensation if their employment is terminated by us (other than for cause) or if they resign for good reason within three years after a change in control.

In addition, under the terms of applicable equity agreements, all unvested equity awards become vested (at target in the case of performance share awards) upon the occurrence of a change in control. Further, we have the right to cancel substantially all outstanding options in the event of a change in control, in which event we are required to pay option holders an amount equal to the difference between the exercise price of the canceled options and the fair market value of the underlying shares. See [Potential Payments on Termination or Change in Control](#) below for a description of the agreements and aggregate amounts payable.

We review the change in control agreements periodically, but not necessarily as part of the annual compensation review. This is because we generally consider the change in control agreements as compensation elements separate and apart from the other elements of our compensation arrangements. More specifically, the payments or benefits available under the change in control agreements do not have any significant impact on annual compensation decisions relating to salary and incentive payments. Instead, our Compensation Committee considers that the change in control agreements are in place to cover a specific circumstance, a change in control where the executives lose their jobs. We also believe that change in control agreements may be a desirable component for attracting executive management. Accordingly, payments and benefits available under the change in control agreements are not viewed by the Compensation Committee as amounts that should impact the compensation amounts awarded on a year-to-year basis to the named executive officers for their ongoing management of the Company.

Section 162(m) of the Code

Section 162(m) of the Code generally limits the tax deductibility of compensation paid by a public company to its chief executive officer and certain other highly compensated executive officers to \$1 million in the year the compensation becomes taxable to the executive. There is an exception to the limit on deductibility for performance-based compensation that meets certain requirements.

We consider the impact of this rule when developing and implementing our executive compensation program. We also believe that it is important to preserve flexibility in administering compensation programs in a manner designed to promote varying corporate goals. Accordingly, we have not adopted a policy that all compensation must qualify as deductible under Section 162(m); however, consistent with our pay for

Table of Contents

performance philosophy, most of our equity awards granted since 2007 have been performance based and intended to qualify as deductible. Because we believe deductibility and performance based awards are important, in 2009 we sought and obtained stockholder approval of our Executive Incentive Compensation Plan, which means awards thereunder, including payouts above target based on measurable, quantifiable criteria, will qualify as performance-based compensation that is excluded from the limitation on deductibility. Similarly, as a result of our stockholder s re-approval of the performance measures under our Equity Incentive Plan, which we obtained at our 2010 Annual Meeting, certain types of awards will continue to qualify as performance-based compensation that is excluded from the limitation on deductibility.

Amounts paid under certain compensation programs, including salaries and grants of time-vested restricted stock and restricted stock units, may not qualify as performance-based compensation that is excluded from the limitation on deductibility. Our awards under the ICP, performance share awards, and stock option awards with exercise prices equal to the fair market value of a share on the date of grant are intended to qualify as deductible under Section 162(m). No other component of compensation for a covered employee (within the meaning of Code section 162(m)) qualifies as performance-based compensation under Section 162(m), and compensation may not be deductible to GrafTech to the extent that the applicable executive recognizes more than \$1 million in compensation that is not performance-based in any taxable year.

Stock Ownership Guidelines

Our Board has adopted guidelines for ownership of shares of our common stock by directors and members of senior management to promote alignment with stockholders interests. We also have a policy discouraging officers and directors from pledging our shares as collateral for margin loans. Compliance with the guidelines is voluntary in that there is no formal enforcement mechanism, but all persons subject to the guidelines are expected to comply. All of our directors and named executive officers are in compliance with our stock ownership guidelines.

Board of Directors

In 2010, our Board reviewed and benchmarked these guidelines and increased the targeted stock ownership for our non-employee directors and established a targeted time frame for achieving such ownership. Under the current guidelines, each non-employee director should, within five years after election as a director, own shares of our common stock with a market value equal to at least four times his or her annual retainer.

Members of Senior Management

Certain members of senior management are expected, within five years after appointment as a member of senior management, to own a number of shares of our common stock equal to two times annual base salary or in the case of the chief executive officer, four times annual base salary. Unvested restricted stock (time-vesting) is included in the calculation of achievement of the guidelines. Unvested performance shares and restricted stock (performance-based) and unexercised stock options are not included in the calculation. In addition, until these guidelines are achieved, executive officers are expected to hold 50% of the stock previously subject to vested performance shares or restricted stock awards and 50% of the stock previously subject to exercised stock options. Executive officers and other employees are encouraged to hold at least 50% of the stock previously subject to vested performance shares or restricted stock awards for at least one year after vesting. Calculation of the 50% is made after sale of any stock in the minimum amount sufficient to pay withholding taxes and exercise prices thereon.

Hedging Policy

Directors and executive officers are prohibited from buying or selling options (including puts, calls and straddles) on our securities, engaging in any short sale of our securities or buying or selling our securities on margin and sales against the box. Further, no hedging is permitted while a 10b-5-1 Plan is in effect.

Table of Contents

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis section contained in this proxy statement with the management of GrafTech in accordance with the SEC's disclosure requirements for executive compensation and, based on such review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and incorporated in GrafTech's Annual Report on Form 10-K for the fiscal year ended December 31, 2010.

ORGANIZATION, COMPENSATION

AND PENSION COMMITTEE

Harold E. Layman, Chairman

Randy W. Carson

Mary B. Cranston

Michael C. Nahl

Table of Contents**Summary Compensation Table**

The following table sets forth certain information concerning compensation received by our chief executive officer, chief financial officer and the three other executive officers who were the most highly compensated for the year ended December 31, 2010, whom we refer to as our named executive officers.

Name	Year	Salary \$(3)	Stock Awards \$(4)	Option Awards \$(4)	Non-Equity Incentive Plan Compensation \$(3)(5)	Change in Pension Value And Nonqualified Deferred Compensation Earnings	All Other Compensation \$(7)	Total (\$)
						\$(6)		
Craig S. Shular	2010	677,680	1,113,840	567,840	870,000	18,133	86,380	3,333,873
	2009	583,083	1,115,880	585,200	1,049,921	18,256	94,056	3,446,396
	2008	619,650	807,040		900,000	3,078	85,336	2,415,104
Mark R. Widmar (1)	2010	353,200	350,064	179,816	262,800		37,143	1,183,023
	2009	315,795	361,020	188,100	389,652		33,290	1,287,857
	2008	335,625	208,000		350,000		26,966	920,591
Petrus J. Barnard	2010	384,400	377,910	189,280	190,000	37,596	54,497	1,233,683
	2009	355,570	361,020	188,100	436,235	44,870	52,532	1,438,327
	2008	378,829	249,600		350,000		42,584	1,021,013
Hermanus L. Pretorius	2010	253,050	157,131	80,444	200,000		12,733	703,358
	2009	218,393	152,613	80,465			25,620	477,091
	2008	231,323	124,800		275,000		83,206	714,329
John D. Moran (2)	2010	243,000	157,131	80,444	178,200		23,940	682,715
	2009	216,532	152,613	80,465	354,548		15,920	820,078

- (1) Mr. Widmar served as our Chief Financial Officer throughout 2010 but resigned in March 2011 to pursue another career opportunity.
- (2) Mr. Moran joined us as Deputy General Counsel in May 2006 and became an executive officer when he was named Vice President, General Counsel and Secretary in April 2009. Because Mr. Moran was included as a named executive officer for the first time last year, the Securities and Exchange Commission does not require disclosure of his compensation prior to 2009.
- (3) Includes compensation earned but deferred under compensation deferral or other applicable plans or statutory provisions.
- (4) The amounts shown in these columns represent the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. The options granted to our named executive officers had a fair market value of \$11.83 based on a Black-Scholes option-pricing model for options. See Note 13 of our Consolidated Financial Statements contained in our Annual Report on Form 10-K for the year ended December 31, 2010 for an explanation of the assumptions made in the valuation of these awards. The actual value realized under these awards is dependent upon our stock price, our achievement of applicable performance targets, and the continued employment of the named executive officers.
- (5) This column shows the annual incentive award earned by our named executive officers under the short-term incentives through the ICP for the applicable performance period. For additional information about the 2010 annual incentive opportunities under the ICP please refer to the Compensation, Discussion and Analysis section of this proxy.

- (6) This column shows the increase in the present value of the accumulated benefits under the UCAR Carbon Retirement Plan, which was frozen in 2003. The increase in the present value of the accumulated benefits was measured from December 31, 2009 to December 31, 2010 (the measurement date used for reporting purposes in our Annual Report on Form 10-K for the year ended December 31, 2010). No portion of the earnings credited under our nonqualified deferred compensation plan during 2010 was above market or

Table of Contents

preferential. Consequently, our named executive officers did not accrue any above-market earnings under the deferred compensation plan during 2010, and therefore we have not reported any earnings credited under that plan in this column. See Nonqualified Deferred Compensation at Fiscal Year-End December 31, 2010 below for a discussion of how earnings are calculated under our deferred compensation plan.

(7) The following table describes each component of the All Other Compensation column in the Summary Compensation Table for 2010.

Name	Year	Employer Matching Contribution to Savings Plan (\$)	Additional Employer Contribution to Savings Plan (\$)	Employer Matching Contribution on Excess Deferrals (\$)	Additional Employer Contribution to Compensation Deferral Plan \$(a)	Other \$(b)	Total (\$)
Craig S. Shular	2010	9,800	2,450	59,304	14,826		86,380
Mark R. Widmar	2010	9,800	2,450	19,914	4,979		37,143
Petrus J. Barnard	2010	9,800	2,450	23,025	5,756	13,466	54,497
Hermanus L. Pretorius	2010	9,800	2,450	322	161		12,733
John D. Moran	2010	9,800	2,450	8,219	3,471		23,940

(a) The amounts reported in the table include employer contributions made in April 2010 with respect to ICP payments earned for 2009 but do not include employer contributions with respect to ICP payments earned for 2010 but payable in April 2011.

(b) Represents (i) temporary ongoing mortgage subsidy that was provided as part of relocation expenses and (ii) payout of banked or carryover vacation under a program available generally under which eligible employees could in 2008, 2009 and 2010 be paid up to one week of accumulated unused carryover vacation until all carryover amounts are exhausted.

Table of Contents**Grants of Plan Based Awards in Fiscal Year Ended December 31, 2010**

The following table provides information about equity and non-equity awards granted to our named executive officers in 2010.

Name	Type (1)	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (2)			All Other Stock Awards: Number of Shares of Stock or Units (#) (3)			All Other Option Awards: Number of Securities Underlying Option Awards (#) (3)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (4)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)			
Craig S. Shular	ICP	n/a	362,500	725,000	1,740,000						
	Options	12/09/2010							48,000	19.89	567,840
	RSU	12/09/2010					24,000				477,360
	PSU	12/09/2010				16,000	32,000	64,000			636,480
Mark R. Widmar	ICP	n/a	109,500	219,000	525,600						
	Options	12/09/2010							15,200	19.89	179,816
	RSU	12/09/2010					7,600				151,164
	PSU	12/09/2010				5,000	10,000	20,000			198,900
Petrus J. Barnard	ICP	n/a	125,000	250,000	600,000						
	Options	12/09/2010							16,000	19.89	189,280
	RSU	12/09/2010					8,000				159,120
	PSU	12/09/2010				5,500	11,000	22,000			218,790
Hermanus L. Pretorius	ICP	n/a	81,000	162,000	388,800						
	Options	12/09/2010							6,800	19.89	80,444
	RSU	12/09/2010					3,400				67,626
	PSU	12/09/2010				2,250	4,500	9,000			89,505
John D. Moran	ICP	n/a	74,250	148,500	356,400						
	Options	12/09/2010							6,800	19.89	80,444
	RSU	12/09/2010					3,400				67,626
	PSU	12/09/2010				2,250	4,500	9,000			89,505

- (1) For a better understanding of this Table, we have included a column identifying the type of each plan based award. ICP amounts represent cash incentive bonus opportunities under the ICP for 2010. RSU amounts represent restricted stock units granted during December 2010 pursuant to the 2005 Plan. PSU amounts represent performance shares granted during December 2010 pursuant to the 2005 Plan.
- (2) Amounts represent cash incentive bonus opportunities under the ICP for 2010. Target awards for 2010 are expressed as a specified percentage of an individual's salary. Awards under the ICP for 2010 were paid in April 2011, and the actual amounts paid are reported in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table. The threshold, target and maximum amounts set forth above represent guidelines based on corporate and individual performance measures, or criteria, that the Compensation Committee takes into account in determining the final amount awarded based on performance. Under the ICP for named executive officers, the maximum amount permitted under the plan and which is used for measurement, is based on 240% of the executive's targeted bonus opportunity. The Compensation Committee may make downward adjustments from 240% to 0% of the named executive officer's targeted incentive, based on the individual's performance and other factors that the Compensation Committee deems relevant in determining the amount payable. Such adjustments, if made, are based on an evaluation of each individual's contribution to achieving corporate opportunities and meeting corporate challenges, as well as an evaluation of the quality of the individual's performance in discharging the responsibilities of his position description. In addition, the Compensation Committee can make discretionary downward adjustments based on developments during the performance year and other factors. Please refer to Compensation Discussion and Analysis Short-Term Incentives through the Incentive Compensation Plan above for a general description of the criteria applied in

determining the amounts payable under the ICP.

Table of Contents

- (3) Represents the number of stock options, restricted stock units, and target award number of performance shares granted during December 2010 pursuant to the 2005 Plan. The number of performance shares earned and the vesting thereof is conditioned on the attainment of performance targets established by the Compensation Committee. The performance measures are based 40% on revenue growth and 60% on EBIT growth (operating income). The performance shares will be measured and earned on three years of performance, will cliff vest after the end of the performance period, and, to the extent earned and vested, will be payable in shares of unrestricted stock after completion of the performance period. All growth numbers will reflect a percentage change from the start of the performance period until the end of the performance period. The resulting number of performance shares, or earned shares, will be set aside as unvested earned shares for the participant as of the date of such determination; provided, that the individual is still employed on such date. Subject to applicable terms of the award agreements, the earned shares do not vest until March 2014. GrafTech's Board or the Compensation Committee has the right to accelerate the vesting of any or all unvested awards at any time. On December 9, 2010, the performance measure was established for a three-year performance period. If the minimum threshold performance measure is attained, 50% of the target performance shares will become earned shares; if the targeted performance measure is attained, 100% of the target performance shares will become earned shares; if the maximum performance measure is attained, 200% of the target performance shares will become earned shares. Threshold payouts will be earned for 35th percentile performance, target for 50th percentile performance, and maximum for 75th percentile performance against the expanded peer group. If EBIT growth does not achieve at least 35th percentile performance, no awards will be earned for the revenue growth component. The expanded peer group against which relative revenue growth and EBIT growth performance will be measured includes the 15 peers used in the compensation benchmarking for named executive officers, as well as an additional 16 companies in the electrical equipment industry with annual revenue ranging from \$400 million to \$2.4 billion.
- (4) The amounts in this column represent the grant date fair value of 2010 equity awards of targeted performance shares approved on December 9, 2010, determined in accordance with FASB ASC Topic 718. See Note 13 of our Consolidated Financial Statements contained in our Annual Report on Form 10-K for the year ended December 31, 2010. Subject to the attainment of performance measures and adjustments made as a result thereof, unvested performance shares which become earned shares (as described in footnote (3) above) are scheduled to vest in March 2014. The fair value of these awards was computed based on \$19.89 per share, the closing market price of GrafTech's common stock on December 9, 2010. The closing price on December 31, 2010 was \$19.84 per share. The value of the December 2010 performance share awards at the grant date, assuming that the highest level of performance conditions will be achieved, is \$1,272,960; \$397,800; \$437,580; \$179,010, and \$179,010, respectively, as to grants made to Messrs. Shular, Widmar, Barnard, Pretorius, and Moran.

Table of Contents**Outstanding Equity Awards at Fiscal Year-End December 31, 2010**

The following table shows the number of shares covered by stock options, unvested restricted stock, and, at target, unvested performance shares as of December 31, 2010.

Award Type:	Option Awards					RSUs		PSUs	
	Grant Date/ (1)	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares That Have Not Vested (#) (2)	Market Value of Shares That Have Not Vested (\$)	Equity Incentive Plan Awards; Number of Units That Have Not Vested (#)(4)	Equity Incentive Plan Awards; Market or Payout Value of Unearned Units That Have Not Vested (\$)(3)
Craig S. Shular	9/25/2001	87,000		8.85	9/25/2011				
	04/02/2007	300,000		9.05	4/2/2017				
	12/10/2009	18,667	37,333	16.41	12/10/2019	19,333	383,587		
	12/09/2010		48,000	19.89	12/09/2020	24,000	476,160		
	10/04/2007							25,667	509,233
	12/15/2008							64,667	1,282,987
	12/10/2009							39,000	773,760
	12/09/2010							32,000	634,880
Mark R. Widmar	12/10/2009	6,000	12,000	16.41	12/10/2019	6,134	121,699		
	12/09/2010		15,200	19.89	12/09/2020	7,600	150,784		
	10/04/2007							7,000	138,880
	12/15/2008							16,667	330,667
	12/10/2009							12,800	253,952
	12/09/2010							10,000	198,400
Petrus J. Barnard	09/25/2001	45,000		8.85	9/25/2011				
	04/01/2005	100,000		5.46	4/1/2015				
	12/10/2009	6,000	12,000	16.41	12/10/2019	6,134	121,699		
	12/09/2010		16,000	19.89	12/09/2020	8,000	158,720		
	10/04/2007							8,000	158,720
	12/15/2008							20,000	396,800
	12/10/2009							12,800	253,952
	12/09/2010							11,000	218,240
Hermanus L. Pretorius	09/25/2001	10,000		8.85	9/25/2011				
	12/10/2009	2,566	5,134	16.41	12/10/2019	2,600	51,584		
	12/09/2010		6,800	19.89	12/09/2020	3,400	67,456		
	10/04/2007							4,000	79,360
	12/15/2008							10,000	198,400
	12/10/2009							5,400	107,136
	12/09/2010							4,500	89,280
John D. Moran	12/10/2009	2,566	5,134	16.41	12/10/2019	2,600	51,584		
	12/09/2010		6,800	19.89	12/09/2020	3,400	67,456		
	10/04/2007							1,433	28,431
	12/15/2008							5,067	100,523
	12/10/2009							5,400	107,136
	12/09/2010							3,400	67,456

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- (1) For a better understanding of this table, we have included an additional column showing the grant dates of stock options, restricted stock and performance shares.

Table of Contents

- (2) Because GrafTech met its 2008 and 2009 free cash flow targets for GrafTech as a whole under the ICP, one-third of the October 4, 2007 awards vested on February 26, 2010.
- (3) The market value of restricted shares or performance shares of stock that have not vested (as shown above) was computed based on \$19.84 per share, the closing price on the NYSE of GrafTech's stock on December 31, 2010.
- (4) The shares in this column include shares of performance share restricted stock granted on October 4, 2007. One-third of these shares vested February 2010 because the applicable annual performance target for the immediately preceding year was achieved. The shares in this column also include the target award number of performance share units granted in December 2008 and December 2009 pursuant to the 2005 Plan. These performance shares vest solely on the attainment of free cash flow or other performance targets established by the Compensation Committee or the Board. The December 2008 target award is subject to upward or downward adjustment as follows: By February 28 of each of 2010, 2011, and 2012, one-third of the target award will be multiplied by a percentage reflecting the degree to which the performance criteria established by the Compensation Committee for such performance year have been achieved. The resulting number of performance shares, or earned shares, will be set aside as unvested earned shares for the Participant as of the date of such determination; provided, that the individual is still employed on such date. Subject to applicable terms of the award agreements, the December 2008 performance shares do not vest until February 2012. If the annual performance target for a particular year is not achieved, then the entire one-third of the December 2008 performance share award applicable to that year will be forfeited. The December 2009 target award is subject to upward or downward adjustment as described in footnote 2 to the table Grants of Plan Based Awards in Fiscal Year Ended December 31, 2010 above.

On December 9, 2010, our named executive officers were granted options to purchase the number of shares of GrafTech common stock set forth above with an exercise price at fair market value as of the date of grant. All such options have a 10 year term and become exercisable as to one-third of the respective option on each of the first three anniversaries of the date of grant.

Option Exercises and Stock Vested at Fiscal Year-End December 31, 2010

The following table shows the number of shares acquired upon exercise of options and shares of restricted stock that vested, in each case, in the fiscal year ending December 31, 2010 and the value of the stock realized on the date of exercise or vesting.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Craig S. Shular	100,000	996,090	78,667	1,054,374
Mark R. Widmar		n/a	25,067	335,687
Petrus J. Barnard	60,000	573,278	27,733	369,176
Hermanus L. Pretorius	2,500	31,116	11,967	159,123
John D. Moran		n/a	5,733	81,264

- (1) As to all named executive officers, the shares vested and value realized included one-third of the restricted stock awards granted in 2006 and 2009, which time vested in February 2010 and December 2010, respectively, and one-third of the performance share awards granted in October 2007, which were earned and became vested based on the achievement of 2010 performance objectives. The value realized is based on the per share closing price of a share of GrafTech stock on the NYSE as of the applicable date of vesting.

Table of Contents**Pension Benefits at Fiscal Year-End December 31, 2010**

The following table shows the number of years of service credited to the named executive officers under the UCAR Carbon Retirement Plan, which has been frozen, including the number of such years credited for service with Union Carbide and its affiliates, as well as the present value of the executives' benefits and payments made to the executives in the last fiscal year. The terms of the Retirement Plan are described below the table.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$)(1)	Payments During Last Fiscal Year (\$)
Craig S. Shular	UCAR Carbon Retirement Plan	8(2)	155,927(3)	None
Mark R. Widmar	n/a			
Petrus J. Barnard	UCAR Carbon Retirement Plan	31(4)	1,135,724(5)	None
Hermanus L. Pretorius	n/a			
John D. Moran	n/a			

- (1) The present values have been computed using an interest rate of 5.69% using a RP2000 table with mortality improvement projected to 2010 as of December 31, 2010, which is the same pension plan measurement dated used for our financial reporting purposes.
- (2) Includes for Mr. Shular 3.5 years of prior service with Union Carbide or its affiliates and 4 years of service with GrafTech through March 31, 2001 (the date that grandfathered participants ceased accruing benefits and had their benefit accruals frozen under the Retirement Plan).
- (3) Mr. Shular's benefit has been valued assuming retirement at age 62, the earliest time at which Mr. Shular may retire without any benefit reduction due to age.
- (4) For purposes of computing the accumulated benefit used to determine the present value above, Mr. Barnard was credited with three additional years of service and age in connection with a voluntary and selective severance program in which Mr. Barnard participated in 2003.
- (5) For Mr. Barnard, who was not an employee from April 2003 through April 2005, the benefit has been valued based on a suspended retirement benefit payable as an annuity.

For further information concerning our pension plan, including assumptions and estimates used in projecting pension costs and projected benefit obligations, see Note 12 of our Consolidated Financial Statements contained in our Annual Report on Form 10-K for the period ended December 31, 2010, as filed with the SEC.

Table of Contents**Nonqualified Deferred Compensation at Fiscal Year-End December 31, 2010**

The following table shows the executive's contributions, our contributions, earnings, and year-end account balances for our named executive officers in GrafTech's Compensation Deferral Plan, which is an unfunded, unsecured deferred compensation plan. The terms of the Compensation Deferral Plan are described below the table.

Name	Executive's Contributions \$(1)	Company Contributions \$(2)	Earnings \$(3)	Balance 12/31/2010 \$(4)(5)
Craig S. Shular	74,130	74,130	607,183	5,563,553
Mark R. Widmar	24,893	24,893	27,776	219,014
Petrus J. Barnard	28,782	28,782	34,716	276,985
Hermanus L. Pretorius	402	483	33,331	541,272
John D. Moran	159,405	11,690	100,681	540,725

- (1) The amounts listed in this column include amounts that were also reported as "Salary" in the Summary Compensation Table above. For Mr. Moran \$127,637 of the amount listed in this column represents a portion of his 2009 ICP payout which was received in 2010 and was deferred by Mr. Moran under our Compensation Deferral Plan.
- (2) The amounts listed in this column were also reported in the "All Other Compensation" column of the Summary Compensation Table above and consist of "Employer Matching Contribution on Excess Deferrals" and "Employer Contribution to Compensation Deferral Plan" reported in the "All Other Compensation" table under those columns. The amounts in this column do not include GrafTech contributions made in 2011 with respect to 2010 salary or ICP amounts paid in 2011. Contributions attributable to 2011 salary that were made in 2011 were: for Mr. Shular, \$1,812; for Mr. Widmar, \$912; for Mr. Barnard, \$961; for Mr. Pretorius, \$80; and for Mr. Moran \$71,901.
- (3) The amounts listed in this column were not included in the Summary Compensation Table above because none of the earnings were "above market" or "preferential." Earnings are based on the performance of investments available under the Compensation Deferral Plan, which are "notional" investments, including any interest and dividends paid on the investments.
- (4) Effective in 2001 and 2003, our three nonqualified defined benefit retirement plans, which were designed to provide benefits that could not be paid under the qualified Retirement Plan because of IRS limits, were frozen. With certain exceptions, amounts equal to the lump sum actuarial values of the benefits accrued by the participants in those nonqualified plans were added to the respective participants' accounts in our Compensation Deferral Plan. We refer to these allocations as the Frozen Lump Sums. As to Mr. Shular, \$2,993,141 was previously transferred to his deferred compensation account which represented the lump sum actuarial value of his accrued benefit based on 26 years of service, which included credit for 22.5 years of prior service with Union Carbide, offset by the amount of benefits receivable under the Union Carbide Retirement Program (See "Pension Benefits at Fiscal Year End December 31, 2010" above). During a period of time when Mr. Pretorius was working as a foreign employee at one of our international locations, he participated in a non-qualified non-funded foreign retirement program which provided for the equivalent benefits of the pension plan in place in the local jurisdiction of his employment. Subsequent to his relocation to the United States in 2007, an amount equal to the benefit that he had earned, or \$331,307, was credited to his account in our deferred compensation plan. This amount is not funded.
- (5) The amounts listed in this column include amounts previously reported in prior years' summary compensation tables for the following executives: for Mr. Shular, \$510,309, for Mr. Widmar, \$79,314, for Mr. Barnard, \$95,359, for Mr. Pretorius, \$34,165 and for Mr. Moran, \$66,866.

The named executive officers all participate in our non-qualified Compensation Deferral Plan. Under the Compensation Deferral Plan, participants are able to defer up to 85.0% of their ICP compensation, up to 50.0%

Table of Contents

of their base salary, and up to 50.0% of their compensation in excess of the amounts that may be recognized under the Savings Plan (in 2010, such amount was \$245,000) (i.e., their Excess Deferrals). In addition, each calendar quarter, we make a matching contribution in shares of our common stock equal to 100.0% of the first 3.0% and 50.0% of the next 2.0% of participants' Excess Deferrals. Participants were also credited with additional GrafTech allocations equal to 1.0% of their compensation in excess of the amount that may be considered under the Savings Plan. Participants are immediately vested in the matching allocation, but are not vested in the other GrafTech allocation until they have completed five years of service.

Deferrals and contributions to our Compensation Deferral Plan are credited with a rate of return based on the performance of various funds selected by the participants from indices which are designated by the Plan Administrator. These funds include a fund that tracks the value of our common stock. An employee may prospectively change the funds for crediting rates of return at any time. The account balances of participants are credited with both their deferrals and our additions, as well as the rate of return on the funds selected by the participants for those amounts. Frozen Lump Sums and their earnings are held in notional investment accounts selected by the employee.

Distributions of account balances from the Compensation Deferral Plan are generally made in January following retirement or other termination of employment or, if elected by the participant, upon a future date specified by the participant, except that Frozen Lump Sums and GrafTech allocations may not be distributed prior to age 50. Participants may also elect to have their account balances distributed upon a change in control of GrafTech. For purposes of the Compensation Deferral Plan, a change in control is generally defined in accordance with requirements of the American Jobs Creation Act of 2004 for amounts deferred as noted after December 31, 2004. For amounts accrued and vested as of December 31, 2004, the definition of a change in control is described in the Section Potential Payments on Termination or Change in Control. The Compensation Deferral Plan is intended to comply with Section 409A of the Code governing deferred compensation arrangements except that amounts that were contributed to the Compensation Deferral Plan and fully vested by December 31, 2004, including all of the Frozen Lump Sums, are not subject to the restrictions of Section 409A. Amounts under the Compensation Deferral Plan are generally payable in a lump sum payment although participants may elect to have their accounts payable in annual installments instead.

Benefit Security. Retirement and other benefits are paid out of our general assets, except for payments out of the tax-qualified trusts for the UCAR Carbon Retirement Plan and the Savings Plan and except for payments out of grantor trusts or funded by the purchase of annuities.

Potential Payments on Termination or Change in Control

Payments on Termination Regardless of Change in Control-Double Trigger Agreements. Each named executive officer, other than Mr. Moran, entered into a Severance Compensation Agreement with us that applies only when there is (i) a change in control of the Company and (ii) the executive's employment is terminated in connection with or following such change in control. Both a change in control of the Company and corresponding executive termination must occur to trigger payment of the benefits under the Severance Compensation Agreement.

Under the agreements, if a named executive officer's employment is terminated due to a Termination for Cause or by the named executive officer other than with Good Reason for Resignation (as defined in the Severance Compensation Agreements), he or she will be paid his or her full base salary and accrued vacation pay through the date of termination, plus any benefits or awards which have been earned or become payable but which have not yet been paid and all unvested shares of restricted stock will be forfeited.

If the named executive officer's employment is terminated due to Retirement (as defined in the Severance Compensation Agreements) or death, the executive's benefits will be determined in accordance with GrafTech's

Table of Contents

retirement and insurance programs then in effect. In addition, unvested shares of restricted stock will be forfeited upon Retirement or death.

Payments on Terminations following a Change in Control. Under each of the agreements, upon termination or while disabled following a change in control (as defined below), the named executive officer is entitled to certain benefits. If the named executive officer's employment is terminated subsequent to a change in control (a) by GrafTech other than for Retirement, Death, Disability or Termination for Cause (as defined in the Severance Compensation Agreements) or (b) by the executive for Good Reason for Resignation (as each term is defined in the Severance Compensation Agreements), then the executive is entitled to the benefits described below:

accrued salary and vacation pay through the date of termination;

accrued ICP compensation at target for the prior year if not previously paid plus a prorated portion of the targeted ICP compensation for the year of termination;

a severance payment equal to 2.99 multiplied by the sum of the following amounts:

the greater of the named executive officer's annual base salary immediately prior to the Date of Termination or immediately prior to the change in control; plus

the greater of the amount of the named executive officer's target ICP (or comparable compensation payment) for the year in which the Date of Termination occurs or for the year in which the change in control occurs;

with respect to our named executive officers other than Mr. Pretorius:

extended health, life and disability insurance coverage; and

reimbursement for certain excise tax liabilities (and income tax liabilities attributable to the excise tax reimbursement) if the total severance exceeds three times the executive's base amount (as determined pursuant to section 280G of the Code) by more than \$50,000; and

accelerated vesting of unvested options and shares of restricted stock.

During any period prior to the date of termination that the named executive officer is disabled, the executive will continue to receive his or her base salary at the rate in effect at the commencement of the disability period, together with all other compensation and benefits that are payable or provided under GrafTech's benefit plans, including its disability plans. After the date of termination for disability, the executive's benefits shall be determined in accordance with any retirement plan, insurance and other applicable programs of GrafTech. The compensation and benefits, other than salary, payable or provided under the agreement by reason of a disability will be the greater of (x) the amounts computed under any retirement plan, disability benefit plans, insurance and other applicable programs in effect immediately prior to a change in control and (y) the amounts computed under any retirement plan, disability benefit plans, insurance and other applicable programs in effect at the time the compensation and benefits are paid.

Under the terms of applicable agreements, all unvested equity awards will become vested upon the occurrence of a change in control. Further, GrafTech has the right to cancel substantially all outstanding options in the event of a change in control, in which case GrafTech is required to pay optionees an amount equal to the difference between the exercise price of the canceled options and the fair market value of the underlying shares.

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For purposes of the agreements with our named executive officers, a change in control generally occurs on:

the date on which any person or group becomes the beneficial owner of 15% or more of the then issued and outstanding common stock or voting securities of GrafTech (not including securities held by GrafTech employee benefit plans or related trusts);

Table of Contents

the date on which any person or group acquires the right to vote on any matter, by proxy or otherwise, with respect to 15% or more of the then issued and outstanding common stock or voting securities of GrafTech (not including securities held by GrafTech employee benefit plans or related trusts);

the date, at the end of any two-year period, on which individuals, who at the beginning of such period were directors of GrafTech, or individuals nominated or elected by a vote of two-thirds of such directors or directors previously so elected or nominated, cease to constitute a majority of GrafTech's Board;

the date on which stockholders of GrafTech approve a complete liquidation or dissolution of GrafTech; or

the date on which GrafTech consummates certain reorganizations, mergers, asset sales or similar transactions.

Amounts deferred under the Compensation Deferral Plan become immediately payable upon a change in control if the participant elected to receive payment of deferred amounts upon a change in control. All other payments under the Compensation Deferral Plan will be distributed in accordance with the elections of the executive, which may include payments of all or some of the deferred amounts upon termination of employment. Change in control for purposes of amounts deferred or vested under the Compensation Deferral Plan after December 31, 2004 must constitute a change in ownership or effective control within the meaning of Section 409A of the Code.

Good Reason for Resignation includes certain changes in the named executive officer's status or position, reductions in the level of reporting responsibility, diminution of duties or responsibilities, reductions in compensation or benefits, relocation, failure of a successor to assume the severance agreement, and failure to pay certain earned compensation.

Assuming a change in control occurred in 2010 and the employment of each of our named executive officers had either terminated due to the named executive officer's having Good Reason for Resignation or had been terminated by GrafTech or its successor on December 31, 2010, other than for Retirement, Death, Disability or a Termination for Cause, they would have been entitled to the payments and benefits listed in the table below. Although the calculations are intended to provide reasonable estimates of the potential benefits, they are based on numerous assumptions and are rounded to the nearest thousand and may not represent the actual amount an executive would receive if an eligible termination event were to occur.

Name	Severance Payment Based on Salary (\$)	Severance Payment Based on Incentive Compensation (\$)	Payment on Stock Option Cancellation (\$ (1))	Restricted Stock Vesting (\$ (1))	Performance Share Vesting (\$ (1))	Value of Health, Life and Disability Insurance Benefits (\$ (2))	Payout of Non-qualified Deferred Compensation (3)	Total (\$)
Craig S. Shular	2,168,000	2,168,000	4,385,000	860,000	3,201,000	42,000	5,563,000	18,387,000
Mark R. Widmar	1,091,000	655,000	21,000	272,000	922,000	52,000	219,000	3,232,000
Petrus J. Barnard	1,149,000	748,000	1,994,000	280,000	1,028,000	45,000	277,000	5,521,000
Hermanus L. Pretorius	807,000	484,000	136,000	119,000	474,000		541,000	2,561,000
John D. Moran			26,000	119,000	304,000		541,000	990,000

- (1) The value in the Payment on Stock Option Cancellation, Restricted Stock Vesting, and Performance Share Vesting columns assumes a fair market value for our common stock of \$19.84 on December 31, 2010.
- (2) The value of the medical benefits was determined applying the maximum monthly premiums we charge former employees for continuation coverage of medical benefits under COBRA (presently \$1,029 per month). In calculating disability insurance benefits, the value of the short-term disability benefits (which is a

Table of Contents

self-insured plan) were assumed to be the same as the premiums for long-term disability (which is provided by a third party insurance provider), increased to reflect administrative costs.

(3) Amounts in this column include all amounts payable on a termination and/or change in control pursuant to executives' elections, which are made on an annual basis with respect to the next year's deferral election.

We concluded that there would be no tax gross-up on the hypothetical termination payments upon change in control presented above based on the facts and circumstances and taking the following into account,:

the sum of base salary rate in effect on December 31, 2010 and target incentive compensation multiplied by 2.99;

the value of the 4 month acceleration of the incentive payment payable for 2010;

health and dental insurance assuming family coverage (without reduction to present value);

other insurance coverage such as life and disability coverage assuming certain insurance rates described in footnote (3) below (without reduction to present value);

the value of the accelerated vesting of the options and the restricted stock (which value may be lower than the actual value of the options and the restricted stock listed in the table);

a 41% income tax rate was assumed; and

a 5% interest rate for purposes of calculating present value rates for accelerated payments.

Payments on Termination Prior to a Change in Control. The Severance Compensation Agreements do not give our named executive officers any specific rights following a termination prior to a change in control (a) by GrafTech other than for Retirement, Death, Disability or Termination for Cause or (b) by the executive for Good Reason or for Resignation. Each named executive officer is, however, entitled to receive his or her accrued base salary and vacation pay through the date of termination, plus any benefits or awards which have been earned or become payable but which have not yet been paid if his or her employment is terminated prior to a change in control. All unvested shares of restricted stock will be forfeited upon a termination of employment by GrafTech or the executive for any reason.

Other Compensation Arrangements

Savings Plan. All of our regular, full-time U.S. employees, including eligible named executive officers, are eligible to participate in our Savings Plan. Assets in the Savings Plan are held in five types of accounts: an after-tax account to which participants may make contributions on an after-tax basis; a before-tax account to which participants may make contributions on a pre-tax basis; a Company contribution account to which matching contributions are allocated; an employer contribution account to which certain additional Company contributions are allocated; and a Roth 401(k) after-tax account to which participants may make contributions on an after-tax basis. The maximum employee contribution (pre-tax and after-tax combined) for any year for any participant is 50.0% of such participant's compensation (subject to statutory limits).

We make a matching contribution to the Savings Plan, in the form of shares of our common stock, for each participant who elects to contribute to the Savings Plan. The matching contribution is 100.0% of the first 3.0% of compensation and 50.0% of the next 2.0% of compensation that a participant contributes. Matching contributions under the Savings Plan are fully vested at all times. In addition to matching contributions, we make employer contributions to the Savings Plan each year equal to 1% of a participant's eligible compensation. A participant becomes vested in these employer contributions to the Savings Plan once he or she has completed three years of service.

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Contributions to the Savings Plan are invested, as the employee directs, in various funds offered under the Savings Plan from time to time, including a fund that invests entirely in our common stock. Amounts invested

Table of Contents

under the Savings Plan, including amounts in our common stock fund, may be switched into another investment option at any time subject to applicable insider trading policies. The account balances of participants reflect both their contributions and our contributions as well as the investment performance of the investments in which those amounts are invested. Distributions of account balances from the Savings Plan are generally made upon retirement or other termination of employment, unless deferred by the participant.

Director Compensation for 2010

The following table summarizes the annual cash and equity compensation payable to GrafTech's directors (other than employee directors) during 2010. Employee directors do not receive compensation for rendering services as directors.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$ (1))	Option Awards (\$ (1))	Total (\$)
Randy W. Carson		129,000		129,000
Mary B. Cranston	79,500	80,000		159,500
Harold E. Layman		139,500		139,500
Ferrell P. McClean	30,000	107,500		137,500
Nathan Milikowsky		8,432	99,450	107,882
Michael C. Nahl	73,500	80,000		153,500
Steven R. Shawley		76,532	75,300	151,832

- (1) The grant date fair value of stock award and option awards was determined in accordance with FASB ASC Topic 718. See Note 14 of our Consolidated Financial Statements contained in our Annual Report on Form 10-K for the year ended December 31, 2010, for an explanation of the assumptions made in the valuation of these awards.

At December 31, 2010 outstanding stock awards, comprised of unvested restricted stock and deferred stock units, and option awards, were:

Name	Outstanding Stock Awards (# of shares)	Outstanding Option Awards (# of shares)
Randy W. Carson	16,051	5,000
Mary B. Cranston	5,529	25,840
Harold E. Layman	29,433	18,635
Ferrell P. McClean	8,490	26,621
Nathan Milikowsky	254	5,000
Michael C. Nahl	5,529	27,490
Steven R. Shawley	4,526	5,000

Holdings at December 31, 2010 do not include stock awards issued in January 2011, payment in lieu of cash, for 2010 meeting fees.

The philosophy of GrafTech's Board is to compensate non-employee directors in a manner and an amount that enables us to:

attract and retain qualified and experienced individuals;

motivate them to devote time and effort to GrafTech; and

align the interests of the Board members with the interests of stockholders.

Table of Contents

GrafTech's Board seeks to implement this philosophy through a combination of cash payments and stock-based incentives that achieves an appropriate total compensation level. Competition for and retention of qualified and experienced directors is particularly intense in the current corporate governance environment. The Compensation Committee engaged Mercer to review and benchmark the Board's compensation levels and stock ownership guidelines. Because we were then in the 25th percentile of peer companies, Mercer recommended that the Board's annual retainer be increased from \$30,000 to \$45,000 and that the Compensation Committee Chairman's annual additional retainer be increased by \$5,000 in recognition of the expanded activities of the Compensation Committee.

Annual Fees. Each director who is not an employee of GrafTech is compensated for services as a director by:

an annual retainer of \$45,000;

a meeting fee of \$1,500 for each Board meeting attended; and

\$1,000 for each committee meeting attended, including attendance by telephone.

In addition, the Chairpersons (other than employees of GrafTech) of the Board and its committees and lead or presiding director are compensated for their services by an additional annual retainer as outlined below:

Position	Additional Retainer (\$)
Chairperson of the Board	25,000
Lead or Presiding Director	20,000
Chairperson of the Audit and Finance Committee	15,000
Chairperson of the Organization, Compensation and Pension Committee	10,000
Chairperson of the Nominating and Governance Committee	5,000

Equity Grants. The Compensation Committee has adopted a policy of granting to current non-employee directors, awards with respect to a specified number of shares of our common stock determined annually by the Committee, referred to as the Annual Grant. Beginning in 2008, the Annual Grant is that number of restricted shares with a market value of \$80,000 measured by the price of the last trade at closing of the NYSE as close as practical before the date of such grant. Prior to 2008, restricted stock and stock options were granted to non-employee directors in accordance with then applicable policies. All of the restricted shares and options granted to non-employee directors generally vest one year after the date of grant, so long as the director is then serving as a director. The exercise price per share of any options granted has been the fair market value on the date of grant (as defined under the relevant stock-based incentive plan). Vested options granted to a non-employee director expire upon the earlier of ten years after the date of grant or four years after the date the director ceases to be a director. Other terms relating to these options are generally the same as those relating to options granted to management employees.

Non-employee directors may elect to receive deferred stock units in lieu of some or all of their retainers, accrued meeting fees for services, and annual restricted stock grants. Each deferred stock unit represents a share of our common stock, which has been awarded to a recipient for delivery at a later date, and which, once vested, is not subject to forfeiture. It is intended that the value (based on fair market values described above) and vesting of the deferred stock awarded approximate the amount and timing of retainers and fees that would otherwise be paid. Vesting accelerates upon the occurrence of a change in control (as defined in Potential Payments on Termination or Change in Control), upon death or at the election of GrafTech's Board or the Compensation Committee. Delivery of our common stock represented by the deferred stock units will be made on the earliest of a date specified by the recipient (that is in a year after the year during which the election is made), the date on which a change in control (as defined in the Compensation Deferral Plan) occurs, the recipient's death, or the fifth anniversary of the date on which the recipient ceases to be a director. The value for 2010 of the deferred stock units granted to directors in 2010 was reported in the Stock Awards column of the Director Compensation for 2010 table above.

Table of Contents

Other Compensation. In addition to the amounts described above, all directors are entitled to reimbursement for expenses (including for first class travel) incurred in rendering services as directors. GrafTech's Board has in the past awarded, and the Compensation Committee may in the future award, additional cash- or stock-based compensation to one or more directors for special services rendered to GrafTech. No additional compensation was awarded in the year ending December 31, 2010.

Currently, GrafTech's Board has adopted guidelines for ownership of common stock by its directors. Compliance with the guidelines is voluntary. As noted above our Board reviewed and benchmarked these guidelines and increased the targeted stock ownership for our non-employee directors and established a targeted time frame for achieving such ownership. Under the revised guidelines, each non-employee director should, within five years after election as a director, own shares of our common stock with a market value equal to at least four times his or her annual retainer.

Equity Compensation Plan Information

The following table sets forth certain information relating to the shares of common stock that may be issued under our stock-based incentive plans at December 31, 2010.

Plan Category	A Number Of Securities To Be Issued Upon Exercise Of Outstanding Options, Warrants and Rights	B Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (\$)	C Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column A)
Equity compensation plans approved by stockholders (1)	2,889,307	12.53	4,012,865
Equity compensation plans not approved by stockholders (2)	200,600	8.85	
Total	3,089,907	11.95	4,012,865

(1) Includes outstanding awards under the Management Stock Incentive Plan (Original Version), a portion of the reserved shares under the Management Stock Incentive Plan (Senior Version), and all shares reserved for issuance under the 2005 Plan. New awards may only be made under the 2005 Plan; shares under other plans are reserved for the exercise of outstanding options only.

(2) Includes outstanding awards under prior equity plans.

Table of Contents**SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN BENEFICIAL OWNERS**

The following table sets forth, at March 31, 2011, the number and percentage of issued and outstanding shares of our common stock owned, both actually and beneficially as determined pursuant to the rules promulgated by the SEC, by:

each stockholder known by us to own more than 5% of the issued and outstanding shares of our common stock;

each director;

each of our named executive officers; and

all of the directors and executive officers as a group.

The number of shares of our common stock issued and outstanding as of March 31, 2011 was 149,326,185 shares.

Beneficial Owner	Total Number of Shares Beneficially Owned, Including Shares Actually Owned (a)(b)	Percentage of Outstanding Shares (Beneficial Ownership, Including Shares Actually Owned) (c)
Royce & Associates LLC (d)	16,412,634	13.56
FMR LLC (d)	16,229,069	11.15
Milikowsky Group (d)	15,238,651	10.50
Craig S. Shular	1,045,524	[*]
Mark R. Widmar	182,787	[*]
Petrus J. Barnard	308,456	[*]
Hermanus L. Pretorius	97,831	[*]
John D. Moran	78,064	[*]
Randy W. Carson	26,520	[*]
Mary B. Cranston (e)	62,946	[*]
Harold E. Layman	81,284	[*]
Ferrell P. McClean (f)	94,802	[*]
Nathan Milikowsky (g)	6,629,808	4.44
Michael C. Nahl	95,074	[*]
Steven R. Shawley	14,946	[*]
Directors and executive officers as a group (12 persons)	8,718,042	5.84%

* Represents holdings of less than 1%.

(a) Under the Savings Plan and our compensation deferral plan, contributions and allocations to employee accounts are invested in various funds, in the discretion of the employees, including for each plan a fund that invests entirely in our common stock. Each unit in our common stock fund approximates one share of our common stock. The preceding table includes, for each Named Executive Officer, the following number of units/shares held in all such funds as follows: Mr. Shular, 73,436; for Mr. Widmar, 7,851; for Mr. Barnard, 9,697; for Mr. Pretorius 9,251; and for Mr. Moran, 29,456.

Table of Contents

- (b) Includes shares issuable upon exercise of options that are exercisable as of March 31, 2011 or become exercisable within 60 days thereafter, and based on the March 31, 2011 closing price of GrafTech stock of \$20.63 per share on the NYSE as follows:

	Total of such Options	Such Options that are NOT in the money
Craig S. Shular	405,667	
Petrus J. Barnard	126,000	
Hermanus L. Pretorius	12,567	
John D. Moran	2,567	
Randy W. Carson	5,000	
Mary B. Cranston	25,840	
Harold E. Layman	18,635	
Ferrell P. McClean	26,621	
Michael C. Nahl	27,490	
Steven R. Shawley	5,000	
Total Officers and Directors	655,387	

- (c) Percentage assumes conversion or exercise of such holder's options, as the case may be, for purposes of calculating the total number of outstanding shares, but does not assume exercise or conversion of securities held by third parties.
- (d) The information set forth is based solely on the filings on Schedule 13G made on January 13, 2011 by Royce and Associates LLC, 745 Fifth Avenue, New York, NY 10151; Schedule 13G made on March 9, 2011 by FMR LLC, 82 Devonshire Street, Boston, MA 02109; and Schedule 13D made on February 14, 2011 by Daniel Milikowsky and Nathan Milikowsky (referred to herein as the Milikowsky Group). Respectively, we have not made any independent determination as to beneficial ownership of any such stockholders and are not restricted in any determination we may make by reason of inclusion of such stockholder or its shares in this table.
- (e) Includes 2,000 shares owned by the Mary & Harold Cranston Family Trust, of which Ms. Cranston is Trustee
- (f) Includes 12,000 shares owned by Ms. McClean's spouse and 3,400 shares held by Ms. McClean's individual retirement account, as to all of which Ms. McClean disclaims beneficial ownership.
- (g) Includes 6,269,204 shares owned by NM GTI Investments LLC; 143,258 shares owned by Seadrift Coke LLC; 154,537 shares owned by NMDM Investments LLC and 57,360 shares held by the Rebecca and Nathan Milikowsky Family Foundation. All of these shares are also included in the holdings of the Milikowsky Group. Does not include 760,760 shares owned by RGM GTI Investments LLC, as to which Mr. Milikowsky disclaims beneficial ownership as his spouse has sole investment and voting power over such shares.

Table of Contents

PROPOSAL TWO:

NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION

SEC rules adopted pursuant to the recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act, enacted in July 2010, or the Dodd-Frank Act, enable our stockholders to vote to approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in this proxy statement.

As described in detail in the section entitled, *Executive Compensation Compensation Discussion and Analysis*, we believe that executive compensation should be focused on promoting Company performance and stockholder value. To achieve these goals our executive compensation program emphasizes pay for performance and aligning the interests of our executives with those of our stockholders through the use of long-term incentives and the encouragement of equity ownership. In addition, our executive compensation program is designed to allow us to recruit, retain and motivate employees who play a significant role in our current and future success. Please read the *Compensation Discussion and Analysis*, the 2010 Summary Compensation Table and the other related tables and accompanying narrative for a detailed description of the fiscal year 2010 compensation of our named executive officers. We believe that the 2010 compensation of each of our named executive officers was reasonable and appropriate and aligned with the Company's 2010 results and the achievement of the objectives of our executive compensation program.

The vote on this resolution is not intended to address any specific element of compensation; rather, the vote relates to the overall compensation of our named executive officers. This vote is advisory only and is not binding on the Company or the Board. Although the vote is non-binding, our Board values the opinions of our stockholders and the Board and the Compensation Committee will consider the outcome of the vote when making future compensation decisions for our named executive officers.

Accordingly, we ask our stockholders to vote in favor of the following resolution:

RESOLVED, that the Company's stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company's Proxy Statement for the 2011 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the *Compensation Discussion and Analysis*, the 2010 Summary Compensation Table and the other related tables and accompanying narrative.

**THE BOARD RECOMMENDS A VOTE FOR APPROVING THE COMPENSATION OF
OUR NAMED EXECUTIVE OFFICERS.**

Table of Contents

PROPOSAL THREE:

NON-BINDING ADVISORY VOTE ON FREQUENCY OF FUTURE

NON-BINDING ADVISORY VOTES ON EXECUTIVE COMPENSATION

SEC rules adopted pursuant to the Dodd-Frank Act require that, not less frequently than once every three years, we include in the proxy materials for a meeting of stockholders where executive compensation disclosure is required by the SEC rules, an advisory resolution subject to a non-binding stockholder vote to approve the compensation of our named executive officers. The approval of the resolution is included as Proposal Two in this Proxy Statement. The Dodd-Frank Act also requires that, not less frequently than once every six years, we enable our stockholders to vote to approve, on an advisory (non-binding) basis, the frequency (every one, two or three years) with which the non-binding advisory stockholder vote to approve the compensation of our named executive officers should be conducted. In accordance with those rules we are requesting you vote to advise us as to whether you believe future votes to approve the compensation of our named executive officers should occur every one, two or three years, or whether you wish to abstain from voting on this proposal.

After careful consideration of this Proposal, our Board has determined that an advisory vote on executive compensation that occurs every year is the most appropriate alternative for the Company, and therefore our Board recommends that you vote for a one-year interval for future advisory votes on executive compensation.

In formulating its recommendation, our Board considered that an annual advisory vote on executive compensation will allow our stockholders to provide us with their direct input on our compensation philosophy, policies and practices as disclosed in the proxy statement every year. Additionally, an annual advisory vote on executive compensation is consistent with our policy of respecting the views of our stockholders on corporate governance matters and our executive compensation philosophy, policies and practices. We understand that our stockholders may have different views and we look forward to hearing from our stockholders on this Proposal.

You may cast your vote on your preferred voting frequency by choosing the option of one year, two years, or three years or you may abstain from voting in response to the resolution set forth below. Note that stockholders are not voting to approve or disapprove the recommendation of the Board. You are being asked only to express your preference for a one, two or three year frequency or to abstain from voting.

Accordingly, we ask our stockholders to vote on the following resolution:

RESOLVED, that the option of once every one year, two years, or three years that receives the highest number of votes cast for this resolution will be determined to be the preferred frequency with which the Company is to hold a stockholder vote to approve the compensation of the named executive officers, as disclosed pursuant to the Securities and Exchange Commission's compensation disclosure rules (which disclosure shall include the Compensation Discussion and Analysis, the Summary Compensation Table, and the other related tables and accompanying narrative).

The option of one year, two years or three years that receives the highest number of votes cast by stockholders will be the frequency for the advisory vote on executive compensation that has been selected by stockholders. However, because this vote is advisory only and is not binding on the Board or the Company in any way, the Board may decide that it is in the best interests of our stockholders and the Company to hold an advisory vote on executive compensation more or less frequently than the option approved by our stockholders.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE OPTION OF ONCE EVERY YEAR AS THE FREQUENCY WITH WHICH STOCKHOLDERS ARE PROVIDED A NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION IN THE FUTURE.

Table of Contents

PROPOSAL FOUR:

RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR ENDING DECEMBER 31, 2011

PricewaterhouseCoopers LLP served as our independent registered public accounting firm in 2010 and is expected to be retained to do so in 2011. The Board of Directors has directed that management submit the appointment of the independent registered public accounting firm for ratification by the stockholders at the Annual Meeting. A representative of PricewaterhouseCoopers LLP is expected to be present at the Annual Meeting and will have an opportunity to make a statement, if desired.

Stockholder ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm is not required by our by-laws or otherwise. However, the Board of Directors is submitting the appointment of PricewaterhouseCoopers LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders do not ratify the appointment, the Audit and Finance Committee will reconsider whether to retain the firm. In such event, the Audit and Finance Committee may retain PricewaterhouseCoopers LLP, notwithstanding the fact that the stockholders did not ratify the appointment, or select another nationally recognized accounting firm without re-submitting the matter to the stockholders. Even if the appointment is ratified, the Audit and Finance Committee reserves the right in its discretion to select a different nationally recognized accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and its stockholders.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR ENDING DECEMBER 31, 2011.

Table of Contents

OTHER INFORMATION

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires GrafTech's directors and officers and holders of more than 10% of the issued and outstanding shares of our common stock to file with the SEC initial reports of ownership, and reports of changes in ownership, of common stock and other equity securities of GrafTech. GrafTech believes that, during 2010, all of its directors and officers and holders of more than 10% of the issued and outstanding shares of our common stock complied with all reporting requirements under Section 16(a).

Limitations on Soliciting Material, Liabilities and Incorporation by Reference

In accordance with the rules and regulations of the SEC, the following information set forth in this proxy statement shall not be deemed to be soliciting material within the meaning of Regulations 14A and 14C under the Exchange Act, filed with the SEC under the Exchange Act or otherwise subject to Regulations 14A or 14C or the liabilities of Section 18 of the Exchange Act and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, notwithstanding any general incorporation by reference of this proxy statement into any other document filed with the SEC:

information under the caption "The Board of Directors" regarding the independence or expertise of any particular director; and

information under the captions "Audit and Finance Committee Report" and "Compensation Committee Report."

Forward Looking Statements

These Proxy Materials contain forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and involve risks and uncertainties, which may cause results to differ materially from those set forth in the statements. The forward-looking statements may include statements about such matters as economic conditions; production and sales of products that incorporate or are produced using our products; production capacity; prices and sales of and demand for our products; strategic plans, opportunities, and business projects; debt levels; stock repurchase plans; restructuring and deleveraging activities; operational and financial performance; costs and cost increases; interest and taxes; capital expenditures and depreciation; working capital; revenues; debt levels; cash flows; cost savings and reductions; margins; earnings and growth. These statements should be evaluated together with the many uncertainties that affect our business, particularly those mentioned in the cautionary statements in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2010, and in our periodic reports on Form 10-Q and Form 8-K, which we hereby incorporate herein by reference. We have no duty to update these statements. Actual future events, circumstances, performance and trends could differ materially from those set forth in these statements due to various factors, including, among others: changes in economic conditions or product end market conditions; consolidation of steel producers; greater than anticipated raw materials, energy and other costs increases; increases in capacity, competitive pressures, or other changes impacting demand, prices, unit and dollar volume sales and growth rates, or profitability; failure to achieve earnings or other estimates; business interruptions adversely affecting our ability to supply our products; and other risks and uncertainties, including those detailed in our SEC filings, as well as future decisions by us.

Annual Report on Form 10-K

A copy of our Annual Report on Form 10-K accompanies this proxy statement. Such annual report is not a part of the proxy solicitation materials. Upon receipt of a written request, we will furnish to any stockholder, without charge, an additional copy of our Annual Report on Form 10-K (without exhibits) for the year ended

Table of Contents

December 31, 2010 required to be filed under the Exchange Act. Upon request and the payment of \$0.10 (ten cents) per page, copies of any exhibit to our Annual Report on Form 10-K will also be provided. Any such written request should be directed to our Investor Relations Department at GrafTech International Ltd., 12900 Snow Road, Parma, Ohio 44130 or call us at 216-676-2000.

Proxy Solicitation

The solicitation of proxies is being made by GrafTech and we will bear the cost of the solicitation. We have retained Georgeson Inc. to aid in the solicitation of proxies at an anticipated cost of \$7,500, plus expenses. We will request banks, brokers and other nominees, including custodians and fiduciaries, to forward soliciting material to beneficial owners of our common stock and will pay such persons for forwarding such material. In addition to the solicitation of proxies generally by means of this proxy statement, officers or other employees, without extra remuneration, may solicit proxies by telephone or other means of personal contact.

Auditor Attendance at 2011 Annual Meeting

Representatives of PricewaterhouseCoopers LLP will be present at the Annual Meeting and will be available to respond to appropriate questions and to make a statement if they desire to do.

Pre-Approval Policies and Procedures

The Audit and Finance Committee charter requires that the Audit and Finance Committee review and approve in advance the retention of our external auditor for all types of audit and non-audit services to be performed for us by our external auditor and approve the fees for such services, other than de minimus non-audit services allowed by relevant law. The Audit and Finance Committee periodically may pre-approve the retention of our external auditor firm for any additional permitted non-audit services. All of the services provided to us by PwC for which we paid Audit Fees, Audit-Related Fees and Tax Fees, as shown in the table below, were approved by the Audit and Finance Committee in accordance with this pre-approval policy and procedure.

Independent Registered Public Accounting Firm's Fees

A summary of the fees which we paid to PricewaterhouseCoopers LLP and its respective affiliates for professional services performed for 2010 and 2009, respectively, is set forth below.

Summary of Audit, Audit-Related, Tax and Other Fees

	2010	2009
	(Dollars in millions)	
Audit Fees (a)	2.7	1.9
Audit-Related Fees (b)	0.3	*
Tax Fees (c)	0.3	0.1
All Other Fees (d)	1.0	0.1
Total	4.3	2.1

* Less than \$0.1

(a) Includes fees in connection with:

Audits of our annual consolidated financial statements and internal controls over financial reporting;

Reviews of our quarterly financial statements;

Statutory and regulatory audits of subsidiaries; and

Table of Contents

Consents and other services related to SEC matters.

(b) Includes fees in connection with:

Financial accounting and reporting consultations; and

Attestation services not required by statute or regulation.

(c) Includes fees in connection with:

Tax consulting and planning services (for 2010, \$0.0, and for 2009, \$0.1); and

Tax compliance services (which are services rendered based upon facts already in existence or transactions that have already occurred to document and compute amounts to be included in tax filings) (for 2010, \$0.3, and for 2009, \$0.0).

(d) Represents:

Represents advisory services in 2010 and 2009 and a license fee for technical databases in 2010.

When are Stockholder Proposals for the 2012 Annual Meeting Due?

Any proposal (including any nomination for election to our Board) that a stockholder wishes to have considered for inclusion in our proxy statement for the annual meeting of stockholders for 2012 must be received by the our Secretary at our principal executive office on or before December 16, 2011 and must otherwise comply with our by-laws and the rules and regulations of the SEC.

Our by-laws provide, among other things, that written notice of any proposal (including any such nomination) by a stockholder must be received by our Secretary not less than 105 days and not more than 135 days prior to the meeting before which such proposal (or nomination) is to be brought, except in certain circumstances, and must contain detailed information regarding the proposal (and, if applicable, the nominee) and the stockholder making the proposal (or nomination), including the name of the stockholder and the number of shares of our common stock owned beneficially, indirectly, directly or of record, by the stockholder (including his or her affiliates, each group of which he or she is a member and each person with whom he or she is acting in concert (collectively, related parties, and, in each case identifying them)). Any proposal (other than a nomination for election to our Board), which a stockholder wishes to have considered, must also describe, among other things, the stockholder's and his or her related parties' interests in any of our derivative instruments, short interests in any of our securities, right to vote pursuant to any proxies, contracts, arrangements, understandings or relationships, rights to any dividends or distributions on any of our shares, performance fees, material direct or indirect interests in such business, and all claims, proceedings, adverse interests and transactions in relation to GrafTech or our industry, customers or supply chain within at least the last five years and all other information required to be disclosed in connection with the solicitation of proxies. A stockholder proposing to nominate a candidate for election to our Board must disclose, among other things, each occupation (which includes each position held, consulting or advisory arrangement entered, and other employment or engagement) of such individual for at least the ten years preceding the date of such notice (and, if such occupation resulted in claims, proceedings or notoriety involving such individual or any of his affiliates or employers, a description thereof), all claims, proceedings, adverse interests and transactions of any kind involving such individual or any of his or her related parties in relation to GrafTech or our industry or customer or supply chain within at least the five years prior to the date of such notice or that are proposed, all material direct or indirect interests, arrangements, relationships or understandings of any kind between or among such individual or any of his or her related parties, on the one hand, and such stockholder and his or her related parties, on the other hand (in each case, identifying their respective interest), and all other information relating to such individual that is required to be disclosed in solicitations of proxies for election of directors in a contested election pursuant to the Exchange Act (including each such individual's written consent to serve as director if elected). The chairperson of the annual meeting for 2012 shall determine whether any such proposal (or nomination) shall have been properly brought. If such

Table of Contents

proposal (or nomination) is not properly brought, then the chairperson shall not allow a vote on the proposal (or nomination).

Proxyholders named in the proxy or vote instruction card for the annual meeting for 2012 will have discretionary authority to vote on any proposal submitted at the meeting, other than a proposal that is included in such proxy statement.

Stockholders Sharing an Address

If you share an address with another stockholder, you may receive only one set of proxy materials (including this proxy statement and the annual report to stockholders) unless you have provided contrary instructions. If you wish to receive a separate set of proxy materials now or in the future, you may contact our Investor Relations Department at GrafTech International Ltd., 12900 Snow Road, Parma, Ohio 44130 or call us at 216-676-2000.

Similarly, if you share an address with another stockholder and have received multiple copies of our proxy materials, you may contact us at the above address to request delivery of a single copy of these materials.

Table of Contents

é Detach Here é

ADMISSION TICKET

GRAFTECH INTERNATIONAL LTD.

12900 SNOW ROAD

PARMA, OHIO 44130

ANNUAL MEETING OF STOCKHOLDERS

MAY 26, 2011, AT 10:00 A.M. (E.D.T.)

PRESENT THIS TICKET TO ADMIT ONE STOCKHOLDER AND ONE GUEST

Name of Stockholder: _____

Address: _____

(See reverse side for directions)

Table of Contents

DIRECTIONS TO OUR HEADQUARTERS

GrafTech is located at 12900 Snow Road, Parma, Ohio, 44130.

We are located SW of Cleveland, within 3 miles of both I-480 & I-71.

From West

Take I-80

Merge onto I-71N via Exit 161/10 toward Cleveland

Take the Snow Road/Airport exit Exit 237

Turn Right onto Snow Road

Take I-480 East

Exit 12 toward W 130th St/Brookpark Rd

Turn Left onto Brookpark Road/OH 17

Turn Right onto W 130th Street

Turn Left onto Snow Road

From North/East

I-90 W toward Cleveland

Merge onto I-71S

Take the Snow Road/Airport exit Exit 237b

Merge onto Snow Road

Take I-480 West

Exit 12 toward W 130th St/Brookpark Rd

Turn Left onto W 130th Street

Turn Left onto Snow Road

From South

I-71N, take the Snow Road/Airport exit Exit 237

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Turn Right onto Snow Road

From the Airport

Go Toward the Airport Exit

Turn Left onto the access street

Turn Left onto Five Points Road, Toward I-71

Five Points Road becomes Snow Road

Follow Snow Road to GrafTech, destination approximately 2.8 miles

Table of Contents

Electronic Voting Instructions

MR A SAMPLE

DESIGNATION (IF ANY)

ADD 1

ADD 2

ADD 3

ADD 4

ADD 5

ADD 6

**You can vote by Internet or telephone!
Available 24 hours a day, 7 days a week!**

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 AM, Eastern Standard Time, on May 26, 2011.

Vote by Internet

Log on to the Internet and go to www.investorvote.com/GTI

Follow the steps outlined on the secured website.

Vote by telephone

Call toll free 1-800-652-VOTE (8683) within the USA,

US territories & Canada any time on a touch tone

telephone. There is **NO CHARGE** to you for the call.

Follow the instructions provided by the recorded message.

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.

X

q **IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.** q

A **Proposals** The Board of Directors recommends a vote **FOR** all the nominees listed, **FOR** Proposals Two and Four and **FOR ONE YEAR** with regard to Proposal Three.

+

	For	Withhold		For	Withhold		For	Withhold
1. Election of Directors:								
01 - Randy W. Carson	02 - Mary B. Cranston	03 - Harold E. Layman
04 - Ferrell P. McClean	05 - Nathan Milikowsky	06 - Michael C. Nahl
07 - Steven R. Shawley	08 - Craig S. Shular			

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	For	Against	Abstain		1Yr	2Yrs	3Yrs	Abstain
2. To approve, by a non-binding advisory vote, our executive compensation.	3. To recommend, by a non-binding advisory vote, how frequently we will have future advisory votes on our executive compensation - every one, two or three years.
4. Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the current fiscal year ending December 31, 2011.					

B Non-Voting Items

Change of Address Please print new address below.

Meeting Attendance ..

Mark box to the right if you plan to attend the Annual Meeting.

C Authorized Signatures This section must be completed for your vote to be counted. Date and Sign Below

The signature on this Proxy should correspond exactly with the name printed above. In the case of joint tenancies, both stockholders should sign. Persons signing as Attorney, Executor, Administrator, Trustee or Guardian should give their full title.

Date (mm/dd/yyyy) Please print date below. Signature 1 Please keep signature within the box. Signature 2 Please keep signature within the box.

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Table of Contents

q IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND q
RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

Proxy GrafTech International Ltd. P.O.

P.O.Box 11202, New York, NY 10203-0202

This Proxy is solicited on behalf of the Board of Directors of GrafTech International Ltd.

For the Annual Meeting of Stockholders on May 26,2011

The undersigned appoints Craig S. Shular and Pieter Barnard, and each of them, with full power of substitution in each, the Proxies of the undersigned, to represent the undersigned and vote all shares of GrafTech International Ltd. Common Stock which the undersigned may be entitled to vote at the Annual Meeting of Stockholders to be held on May 26, 2011, and at any adjournment or postponement thereof, as indicated on the reverse side.

This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder. If no direction is given, this Proxy will be voted **FOR** the election of all eight of the Nominees, **FOR** Proposal Two, **FOR ONE YEAR** with regard to Proposal Three and **FOR** Proposal Four listed on the other side. If you are a participant in the GrafTech International Savings Plan (the Savings Plan), the front of this Proxy shows units allocated to you under the Savings Plan *and voting instructions must be received by 4 PM Eastern on May 23, 2011.*

The actual number of shares allocated to you and which will be voted on your behalf at the Annual Meeting of Stockholders in respect of such units may vary slightly in accordance with the provisions of the Savings Plan.

PLEASE MARK, DATE, SIGN AND RETURN THIS PROXY PROMPTLY

(Continued, and to be dated and signed, on the other side)