**GRAFTECH INTERNATIONAL LTD** Form SC 13D/A January 30, 2014 **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 **SCHEDULE 13D Under the Securities Exchange Act of 1934** (Amendment No. 4)\* GRAFTECH INTERNATIONAL LTD. (Name of Issuer) Common Stock, \$.01 par value (Title of Class of Securities) 384313201 (CUSIP Number)

Stephen Fraidin Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 212-446-4840

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
Not applicable
(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.o
Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-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 the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

# CUSIP No. 384313201

	NAME OF REPOR	RTING PERSON	
1	I.R.S. IDENTIFICA	ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Daniel Milikowsky		
	CHECK THE APP	PROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS	5)
2			(a) x
			(b) o
3	SEC USE ONLY		
3			
4	SOURCE OF FUN	IDS (SEE INSTRUCTIONS)	
7	OO		
		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	TO ITEMS
5	2(d) or 2(e)		
	0		
6		PLACE OR ORGANIZATION	
	United States		
NUMBER	OF	7 SOLE VOTING POWER	
	BENEFICIALLY	2,559,358 shares	
OWNED I		8 SHARED VOTING POWER	
EACH		6,198,383 shares	
REPORT	ING	9 SOLE DISPOSITIVE POWER	
PERSON		2,559,358 shares	
WITH		10 SHARED DISPOSITIVE POWER	
		6 198 283 shares	
11 AGGRE	GATE AMOUNT I	BENEFICIALLY OWNED BY EACH PERSON	
8,/5/,/4	11 shares	NDECATE AMOUNT IN DOW (11) EVOLUDES CEDITAIN SHADES	
O(1)		GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
6/1%/	1	PRESENTED BY AMOUNT IN ROW (11)	
14 TYPE C	F REPORTING PE	RSON (SEE INSTRUCTIONS)	
2			

	NAME OF REPORTING PER	SON	
1	I.R.S. IDENTIFICATION NO	S. OF ABOVE PERSONS (ENTITIES ONLY)	
	Daniel Milikowsky Family Ho		
	· · · · · · · · · · · · · · · · · · ·	E BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
2		*	a) x
_		•	b) o
	SEC USE ONLY	(	0) 0
3	SEC USE OIVET		
	SOURCE OF FUNDS (SEE IN	JSTRUCTIONS)	
4	00	(STRUCTIONS)	
		RE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT T	O ITEMS
5	2(d) or 2(e)	AL OF LEGAL I ROCLEDINOS IS REQUIRED I ORSOANT I	OTTENIO
S			
	O CITIZENSHIP OR PLACE OF	O ODC A NIZATION	
6	United States	X OKUANIZATION	
		OTING DOWED	
<b>NUMBER</b>	' ( ) H' ' ' /	OTING POWER	
<b>SHARES</b>	BENEFICIALLY 0 shares	NOTIFIC DOWER	
OWNED I	KV X	O VOTING POWER	
EACH	4,941,023		
REPORTI		ISPOSITIVE POWER	
PERSON	0 shares		
WITH	I I I	D DISPOSITIVE POWER	
	4,941,023		
11		ALLY OWNED BY EACH PERSON	
4 941 02	23 shares		
12 CHECK	A BOX IF THE AGGREGATE A	AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
0			
13 PERCE	NT OF CLASS REPRESENTE	D BY AMOUNT IN ROW (11)	
3.6%			
14 TYPE C	OF REPORTING PERSON (SEE	E INSTRUCTIONS)	
IN			
3			

	NAME OF REPORTING PERSON	
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	The Daniel and Sharon Milikowsky Family Foundation, Inc.	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS	9
2	CILER THE MITROTRETTE BOX II TIMEMBER OF TIGROOF (GEE INGINGERION)	(a) x
_		(b) o
	SEC USE ONLY	(0) 0
3	SEC USE ONL I	
	SOURCE OF FUNDS (SEE INSTRUCTIONS)	
4	00	
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	TO ITEM
_		TOTIEMS
5	2(d) or 2(e)	
6	CITIZENSHIP OR PLACE OR ORGANIZATION	
	United States	
NUMBE	CR OF 7 SOLE VOTING POWER	
	S RENEFICIALLY U shares	
OWNED	DRV SHARED VOTING POWER	
EACH	1,257,360 shares	
REPORT	TINC SOLE DISPOSITIVE POWER	
PERSON	0 shares	
	SHARED DISPOSITIVE POWER	
WITH	10 1,257,360 shares	
AGGR	REGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON	
1 257	360 charec	
. CHEC	CK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
0		
. PERCI	ENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
0.9%		
TYPF	OF REPORTING PERSON (SEE INSTRUCTIONS)	
14 IN		
4		
•		

### CUSIP No. 384313201

	NAME OF REPORTING PERSON	
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Nathan Milikowsky	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
2		(a) x
	CECTICE ON V	(b) o
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)	
-	00	
_	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	TO ITEMS
5	2(d) or 2(e)	
	0 CITIZENSHIP OR PLACE OR ORGANIZATION	
6	United States	
OWNED EACH REPORT PERSON WITH  11 AGGRE 6,502,7'2  12 CHECK x (1)  13 PERCE 13 4 8% (1)	BENEFICIALLY BY  8 5HARED VOTING POWER 87,360 shares (1) SOLE DISPOSITIVE POWER 6,415,361 shares 10 SHARED DISPOSITIVE POWER 87,360 shares (1) EGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 21 shares (1) K BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	

5

(1) Excludes 760,760 shares held by an entity beneficially owned by Nathan Milikowsky's wife.

	NAME OF REPORTING PERSON	
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	The Rebecca and Nathan Milikowsky Family Foundation	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
2		a) x
_	· · · · · · · · · · · · · · · · · · ·	b) o
	SEC USE ONLY	0) 0
3	SEC USE ONL I	
	SOURCE OF FUNDS (SEE INSTRUCTIONS)	
4	00	
_	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT T	OTTEMS
5	2(d) or 2(e)	
	O	
6	CITIZENSHIP OR PLACE OR ORGANIZATION	
	United States	
NUMBER	OF 7 SOLE VOTING POWER	
	RENEFICIALLY Ushares	
OWNED I	RV SHARED VOTING POWER	
EACH	87,360 shares	
REPORTI	ING 9 SOLE DISPOSITIVE POWER	
PERSON	0 shares	
WITH	SHARED DISPOSITIVE POWER	
	** 87.360 shares	
11 AGGRE	EGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON	
X / 360 s	shares	
12 CHECK	BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
0		
PERCE	NT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
0.0%		
TYPE C	OF REPORTING PERSON (SEE INSTRUCTIONS)	
I4 IN		
6		

	NAME OF REPORTING PERSON	
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	NM GTI Investments LLC	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
2	(a	ı) x
	·	o) o
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)	
	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO	TTEM
5	2(d) or 2(e)	) II EIVIS
J	0	
	CITIZENSHIP OR PLACE OR ORGANIZATION	
6	United States	
OWNED I EACH REPORTI PERSON WITH	SOLE VOTING POWER 6,239,204 shares  SHARED VOTING POWER 0 shares  SOLE DISPOSITIVE POWER 6,239,204 shares  10 SHARED DISPOSITIVE POWER 0 shares	
116 239 20	GATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 4 shares	
0	BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
4.6%	NT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
14 <sup>TYPE C</sup> IN	F REPORTING PERSON (SEE INSTRUCTIONS)	
7		

This Amendment No. 4 to Schedule 13D amends and restates or amends and supplements, where indicated, the Statement on Schedule 13D relating to the Common Stock of the Issuer by Daniel Milikowsky and Nathan Milikowsky filed with the Securities and Exchange Commission on December 10, 2010, as amended by Amendment No. 3 to Schedule 13D filed with the Securities and Exchange Commission on January 24, 2013, Amendment No. 2 to Schedule 13D filed with the Securities and Exchange Commission on January 8, 2013 and Amendment No. 1 to Schedule 13D filed with the Securities and Exchange Commission on February 14, 2011 (the "Schedule 13D"). Capitalized terms used in this Amendment No. 4 and not otherwise defined herein have the meanings given to them in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information immediately after the fifth paragraph thereof:

Nathan Milikowsky has engaged the proxy solicitation firm D.F. King & Co., Inc. to provide certain consulting and related services and Houlihan Lokey Capital, Inc. to provide financial advisory services.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 - Agreement regarding filing of joint Schedule 13D.

8

### **SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 30, 2014

/s/ Daniel Milikowsky Daniel Milikowsky

/s/ Nathan Milikowsky Nathan Milikowsky

NM GTI Investments LLC

/s/ Nathan Milikowsky By: Nathan Milikowsky

Title: Member

The Rebecca and Nathan Milikowsky Family Foundation

/s/ Nathan Milikowsky By: Nathan Milikowsky

Title: Trustee

Daniel Milikowsky Family Holdings, LLC

/s/ Daniel Milikowsky By: Daniel Milikowsky Title: Investment Manager

The Daniel and Sharon Milikowsky Family Foundation, Inc.

/s/ Daniel Milikowsky By: Daniel Milikowsky Title: President

9

### **EXHIBIT 1**

#### **AGREEMENT**

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of shares of stock of GrafTech International Ltd.

Executed this 24th day of January, 2014.

/s/ Daniel Milikowsky Daniel Milikowsky

/s/ Nathan Milikowsky Nathan Milikowsky

NM GTI Investments LLC

/s/ Nathan Milikowsky By: Nathan Milikowsky Title: Member

Title: Member

The Rebecca and Nathan Milikowsky Family Foundation

/s/ Nathan Milikowsky By: Nathan Milikowsky

Title: Trustee

Daniel Milikowsky Family Holdings, LLC

/s/ Daniel Milikowsky By: Daniel Milikowsky Title: Investment Manager

The Daniel and Sharon Milikowsky Family Foundation, Inc.

/s/ Daniel Milikowsky By: Daniel Milikowsky

Title: President

10