

GRAFTECH INTERNATIONAL LTD  
Form 8-K  
May 26, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 20, 2010

**GRAFTECH INTERNATIONAL LTD.**

(Exact Name of Registrant as Specified in its Charter)

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

**1-13888**  
(Commission  
File Number)

**06-1385548**  
(I.R.S. Employee  
Identification Number)

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**12900 Snow Road**

**Parma, Ohio 44130**

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

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

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

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

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 20, 2010, GrafTech International Ltd. (the Company) held its annual meeting of stockholders at the Company headquarters, located at 12900 Snow Road, Parma, Ohio, 44130 (the Annual Meeting). The final voting results for each of the proposals submitted to a vote of security holders at the Annual Meeting are set forth below.

**Proposal 1.** The election of seven members to the board of directors, each to serve until the 2011 annual meeting of stockholders and until his or her successor is duly elected and qualified or until their earlier death, resignation or removal.

|                    | Votes For   | Votes Withheld | Broker Non-votes |
|--------------------|-------------|----------------|------------------|
| Randy W. Carson    | 104,688,135 | 910,243        | 5,880,174        |
| Mary B. Cranston   | 102,946,245 | 2,652,133      | 5,880,174        |
| Harold E. Layman   | 104,219,647 | 1,378,731      | 5,880,174        |
| Ferrell P. McClean | 104,589,616 | 1,008,762      | 5,880,174        |
| Michael C. Nahl    | 105,250,486 | 1,347,892      | 5,880,174        |
| Steven R. Shawley  | 104,990,532 | 607,846        | 5,880,174        |
| Craig S. Shular    | 104,144,914 | 1,453,464      | 5,880,174        |

**Proposal 2.** The ratification of the appointment of PricewaterhouseCoopers as the Company's independent registered public accounting firm for the year ending December 31, 2010.

| Votes       | Votes   |             | Broker    |
|-------------|---------|-------------|-----------|
| For         | Against | Abstentions | Non-votes |
| 111,325,941 | 141,429 | 11,182      |           |

**Proposal 3.** Re-approval of the performance measures under the Graftech International 2005 equity incentive plan.

| Votes       | Votes     |             | Broker    |
|-------------|-----------|-------------|-----------|
| For         | Against   | Abstentions | Non-votes |
| 107,600,592 | 3,771,787 | 106,173     |           |

**SIGNATURE**

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

GRAFTECH INTERNATIONAL LTD.

Date: May 26, 2010

By: /s/ Mark R. Widmar  
Mark R. Widmar

*Chief Financial Officer and Vice President*