

Lyons Michael P.  
Form 4  
February 13, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lyons Michael P.

2. Issuer Name and Ticker or Trading Symbol  
PNC FINANCIAL SERVICES GROUP, INC. [PNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Executive Vice President

THE TOWER AT PNC PLAZA, 300 FIFTH AVENUE

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(Street)

PITTSBURGH, PA 15222-2707

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$5 Par Common Stock	02/11/2019		A <sup>(1)</sup>		5,416	A	\$ 0
							130,257
\$5 Par Common Stock	02/11/2019		F <sup>(2)</sup>		1,705	D	\$ 121.57
							128,552
\$5 Par Common Stock	02/12/2019		A <sup>(3)</sup>		26,777	A	\$ 0
							155,329
\$5 Par Common Stock	02/12/2019		F <sup>(4)</sup>		11,741	D	\$ 0
							143,588

Common  
Stock

123.15

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Lyons Michael P.  
THE TOWER AT PNC PLAZA  
300 FIFTH AVENUE  
PITTSBURGH, PA 15222-2707

Executive Vice President

## Signatures

Alicia G. Powell, Attorney-in-Fact for Michael P. Lyons

02/13/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On February 11, 2019, 5,416 shares of The PNC Financial Services Group, Inc. ("PNC") common stock vested following approval by the Personnel and Compensation Committee of the PNC Board of Directors (the "Committee") on January 30, 2019 of a payout of 125% based on performance against established criteria of previously granted performance based restricted share units to the reporting person. The shares vested pursuant to an award granted on February 11, 2016, expressed as a "target" number of share units, with payout contingent on PNC having achieved related performance criteria. Pursuant to the award, the share units pay out, if at all, in shares of PNC

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common stock, and any accrued dividend equivalents are paid out in cash. Subject to the Committee's discretion, the target number of share units may be reduced (down to 75% of target) or increased (up to 125% of target) based on PNC total shareholder return for the prior fiscal year.

- (2) Represents shares withheld to cover the reporting person's tax liability in connection with the shares of PNC common stock that vested on February 11, 2019 pursuant to the award of performance based restricted share units granted on February 11, 2016.

On February 12, 2019, 26,777 shares of PNC common stock vested following approval by the Committee on the same date of a payout of 102.61% based on performance against established criteria of previously granted incentive performance units to the reporting person. The

- (3) shares vested pursuant to an award granted on February 11, 2016, expressed as a "target" number of share units, with payout contingent on PNC having achieved related performance criteria. Pursuant to the award, the share units pay out, if at all, in shares of PNC common stock up to the target amount and in cash for the amount above target, and any accrued dividend equivalents are paid out in cash.
- (4) Represents shares withheld to cover the reporting person's tax liability in connection with the shares of PNC common stock that vested on February 12, 2019 pursuant to the award of incentive performance units granted on February 11, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. STYLE="font-family:Times New Roman" SIZE="2">(3)

Lindon G. Robertson

n/a

Petrus J. Barnard

GrafTech International Holdings Inc. 31(4) 1,269,834(5)

Joel L. Hawthorne

GrafTech International Holdings Inc. 2(6) 35,635(7)

John D. Moran

n/a

- (1) The present values have been computed using an interest rate of 3.73% using an RP2000 table with mortality improvement projected to 2012 as of December 31, 2012, which is the same pension plan measurement dated used for our financial reporting purposes.
- (2) Includes for Mr. Shular 4 years of prior service with Union Carbide or its affiliates and 4 years of service with GrafTech through March 31, 2003 (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 termination of employment as of December 31, 2012 and retirement commencement 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 March 2005, the benefit has been valued based on a suspended retirement benefit payable as an annuity.

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(6) Includes for Mr. Hawthorne 2 years of service with GrafTech through December 31, 2001 (the date that non-grandfathered participants ceased accruing benefits and had their benefit accruals frozen under the Retirement Plan).

(7) Mr. Hawthorne's benefit has been valued assuming termination of employment as of December 31, 2012 and retirement at age 65, the earliest time at which Mr. Hawthorne may retire without any benefit reduction due to age.

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 year ended December 31, 2012, as filed with the SEC and Compensation Discussion and Analysis above.

**Table of Contents****Nonqualified Deferred Compensation at Fiscal Year-End December 31, 2012**

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	Company		Balance
	Contributions	Contributions	Earnings	12/31/2012
	\$ (1)	\$ (2)	\$ (3)	\$ (4)(5)
Craig S. Shular	29,167	28,833	(112,063)	5,306,284
Lindon G. Robertson	7,500	6,500	(245)	13,755
Petrus J. Barnard	801	1,985	21,701	323,119
Joel L. Hawthorne	3,152	3,250	(22,045)	53,181
John D. Moran	21,333	3,547	(45,531)	488,026

- (1) The amounts listed in this column include amounts that are also reported as Salary in the Summary Compensation Table above.
- (2) The amounts listed in this column are also reported in the All Other Compensation column of the Summary Compensation Table above and consist of Employer Matching Contribution on Excess Deferrals and Additional Employer Contribution to Compensation Deferral Plan reported in the All Other Compensation table under those columns. The amounts in this column include GrafTech contributions recognized in 2012 with respect to 2011 salary. Contributions attributable to 2011 salary that were recognized in 2012 were: for Mr. Shular, \$2,000; for Mr. Barnard, \$961; for Mr. Hawthorne, \$760; and for Mr. Moran \$780.
- (3) The amounts listed in this column are 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, 2012 above).

- (5) The amounts listed in this column include amounts previously reported in prior years' summary compensation tables for the following executives: for Mr. Shular, \$976,630, for Mr. Barnard, \$248,183, for Mr. Hawthorne, \$10,997, and for Mr. Moran, \$343,445.

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% 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 2012, such amount was \$250,000) (i.e., their Excess Deferrals). In addition, each calendar quarter, we record a matching contribution in shares of our common stock equal to 100% of the first 3% and 50% of the next 2% of participants' Excess Deferrals. Participants were also credited with additional GrafTech allocations equal to 1% of their compensation in excess of the amount that may be considered under the Savings Plan to executives' bookkeeping accounts. Participants are immediately vested in the matching allocation, but are not vested in the other GrafTech allocation until they have completed three years of service.



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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 under 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, 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**

*Double-trigger Change in Control Agreements.* Each named executive officer entered into a double-trigger 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.

As discussed in Compensation Discussion and Analysis above, Messrs. Shular, Barnard and Hawthorne entered into change in control agreements with us several years ago, before our Board eliminated the potential for gross-up payments to be made to executive officers. Their change in control agreements include a modified cut-back adjustment whereby the severance payment will be reduced to an amount less than the limitations under Section 280G of the Code if total amounts payable (that are subject to the limitations under Section 280G) exceed those limitations by an amount not in excess of \$50,000. The agreements signed by Messrs. Robertson and Moran in 2011 include cut-back adjustments that were approved by our Board in 2011 for inclusion prospectively in change in control agreements and eliminate reimbursement for certain excise tax liabilities (and income tax liabilities attributable to excise tax reimbursement) if the total severance equals or exceeds three times the executive's base amount.

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 such terms are 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.

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If the named executive officer's employment is terminated due to Disability or Retirement (as such terms are defined in the Severance Compensation Agreements) or death, the executive's benefits will be determined in accordance with GrafTech's retirement, disability and insurance programs then in effect. In addition, unvested shares of restricted stock will be forfeited upon Retirement or death.

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.

*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 or (b) by the executive for Good Reason for Resignation 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 (2.0 for Messrs. Robertson, Hawthorne and Moran) 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;

extended health, life and disability insurance coverage;

with respect to our named executive officers, other than Messrs. Robertson and Moran, reimbursement for certain excise tax liabilities (and income tax liabilities attributable to the excise tax reimbursement) if the total severance equals or 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 plan, insurance and other applicable program in effect immediately prior to a change in control and (y) the amounts computed under any retirement plan, disability benefit plan, insurance and other applicable program in effect at the time the compensation and benefits are paid.

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);

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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, in addition to meeting the definition outlined above, also 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 2012 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, 2012, 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	Severance	Payment	Restricted	Performance	Value of	Payout of	Total
	Payment	Payment	on			Health,		
	Based on	Based on	Stock	Stock	Share Unit	Disability	Deferred	
	Salary	Compensation	Cancellation	Vesting	Vesting	Benefits	Compensation	
	(\$)	(\$)	(\$) (1)	(\$) (1)	(\$) (1)	(\$) (2)	(3)	(\$)
Craig S. Shular	2,392,000	2,392,000	102,000	1,265,000	2,535,000	50,000	5,306,000	14,042,000
Lindon G. Robertson	800,000	520,000		623,000	562,000	31,000	14,000	2,550,000
Petrus J. Barnard	1,149,000	747,000	393,000	220,000	569,000	47,000	323,000	3,448,000
Joel L. Hawthorne	600,000	390,000		175,000	343,000	31,000	53,000	1,592,000
John D. Moran	640,000	352,000		206,000	381,000	31,000	488,000	2,098,000

(1) The value in the Payment on Stock Option Cancellation, Restricted Stock Vesting, and Performance Share Unit Vesting columns assumes a fair market value for our common stock of \$9.39 on December 31, 2012. The Payment on Stock Option Cancellation column assumes that after all outstanding options accelerate at the time of the change in control they will be exercised and cashed out.

(2)

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The value of the health benefits, medical and dental, was determined applying the maximum monthly premiums we charge former employees for continuation coverage of medical benefits under COBRA (presently \$1,175 per month). In calculating disability insurance benefits, the value of the short-term

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disability benefits (which is a 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. The value of life and accident insurance were assumed to be the same as current premiums for such benefits 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 and no reduction, as applicable, 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, 2012 and target incentive compensation multiplied by 2.99 (2.0 for Messrs. Robertson, Hawthorne and Moran);

the value of the 4 month acceleration of the incentive payment payable for 2012;

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

other insurance coverage such as life, accident and disability coverage assuming certain insurance rates described in footnote (2) above (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);

for purposes of testing whether a theoretical tax gross up would have been payable as contemplated in the agreements for Messrs. Shular, Barnard, and Hawthorne, we assumed a 41% income tax rate, for purposes of this table we calculated that there would be no such gross up; 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 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% of the first 3% of compensation and 50% of the next 2% of compensation that a

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participant contributes. Matching contributions under the Savings Plan are fully vested at all times. In addition to matching contributions, we make employer

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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.

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 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.

*Compensation Plan Risk*

We regularly assess the risks related to our compensation programs and policies, including our executive compensation programs, and analyze the checks and balances associated with such plans. We have implemented control to manage those risks that include:

balanced and competitive mix of salaries, benefits, and annual and long-term incentives aligned with our operational and strategic goals;

our Compensation Committee's and its outside consultant's guidance in developing our compensation arrangements, plans, programs and policies;

approval by our Board and the Compensation Committee of significant compensation plans and programs;

oversight by the Compensation Committee of compensation plans and programs for management employees, including approval of incentive plan goals, review of actual performance against goals, and approval of award payouts;

our short and long term incentive awards contain forfeiture and recoupment provisions in the event of misconduct of the individual, including recoupment or "clawback" provisions as contemplated under the Dodd-Frank Act under our Equity Incentive Plan awards;

as further described in "Hedging Policy" under "Compensation Discussion and Analysis", our named executive officers are prohibited from buying or selling options on our securities, engaging in any short sale of our securities or buying or selling our securities on margin and sales against the box. Under our policies, pledging GrafTech securities is discouraged; and

as further described in "Stock Ownership Guidelines" under "Compensation Discussion and Analysis", our named executive officers are subject to minimum ownership guidelines and are expected, within five years after appointment as a member of senior management, to own a number of shares of our common stock (including unvested restricted stock) equal to two times annual base salary or in the case of the chief executive officer, four times annual base salary.

We have concluded that our compensation plans do not create risks that are reasonably likely to have a material adverse effect on the Company.

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The following table summarizes the annual cash and equity compensation payable to GrafTech's directors (other than employee directors) during 2012. Employee directors do not receive compensation for rendering services as directors.

Name	Fees Earned or	Stock	Total (\$)
	Paid in Cash (\$)	Awards (\$)(1)	
Randy W. Carson		148,500	148,500
Mary B. Cranston	97,000	80,000	177,000
Harold E. Layman	79,000	80,000	159,000
Ferrell P. McClean		150,500	150,500
Nathan Milikowsky		146,500	146,500
Michael C. Nahl	88,500	80,000	168,500
Steven R. Shawley		148,500	148,500

- (1) The grant date fair value of stock awards was 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, 2012, for an explanation of the assumptions made in the valuation of these awards.

At December 31, 2012 outstanding stock awards, comprised of unvested restricted stock and deferred stock units, and option awards, were:

Name	Outstanding	Outstanding
	Stock Awards (# of shares)	Option Awards (# of shares)
Randy W. Carson	33,565	5,000
Mary B. Cranston	5,132	16,300
Harold E. Layman	10,661	18,635
Ferrell P. McClean	11,388	3,500
Nathan Milikowsky	10,196	5,000
Michael C. Nahl	5,132	16,300
Steven R. Shawley	22,559	5,000

Holdings at December 31, 2012 do not include stock awards issued in January 2013, as payment in lieu of cash for 2012 meeting fees.

The philosophy of the 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.

The 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 periodically reviews and benchmarks the Board's compensation levels and stock ownership guidelines.



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*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

a fee of \$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:

<b>Position</b>	<b>Additional Retainer (\$)</b>
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 closing price of our common stock on the NYSE on the last trading day 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 the 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 2012 of the deferred stock units granted to directors in 2012 was reported in the Stock Awards column of the Director Compensation for 2012 table above.

*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. The 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, 2012.

Currently, the Board has adopted guidelines for ownership of common stock by its non-employee directors and established a targeted time frame for achieving such ownership. Compliance with the guidelines is voluntary. Under the 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.

**Table of Contents****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, 2012.

Plan Category	A	B	C
	Number Of Securities To Be Issued Upon Exercise Of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (\$)	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)	3,715,313	12.35	1,514,000
Equity compensation plans not approved by stockholders (2)	2,000	8.97	
<b>Total</b>	<b>3,717,313</b>	<b>12.35</b>	<b>1,514,000</b>

(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 Equity Incentive Plan. New awards may only be made under the Equity Incentive Plan; shares under other plans are reserved for the exercise of outstanding options only.

(2) Includes outstanding awards under prior equity plans that were frozen as to new grants in 2005.

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

The following table sets forth, at March 21, 2013, 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 21, 2013 was 135,112,754 shares.

<b>Beneficial Owner</b>	<b>Total Number of Shares Beneficially Owned, Including Shares Actually Owned (a)(b)</b>	<b>Percentage of Outstanding Shares (Beneficial Ownership, Including Shares Actually Owned) (c)</b>
Royce & Associates LLC (d)	18,696,326	13.84
FMR LLC (d)	18,684,889	13.83
Janus Capital Management LLC (d)	15,603,472	11.55
Milikowsky Group (d)	15,268,021	11.30
GAMCO (d)	7,053,589	5.22
Craig S. Shular	1,383,743	[*]
Lindon G. Robertson	174,670	[*]
Petrus J. Barnard	351,829	[*]
Joel L. Hawthorne	158,366	[*]
John D. Moran	129,000	[*]
Randy W. Carson	48,672	[*]
Mary B. Cranston (e)	54,204	[*]
Harold E. Layman	97,252	[*]
Ferrell P. McClean (f)	86,486	[*]
Nathan Milikowsky (g)	6,659,178	4.93
Michael C. Nahl	78,872	[*]
Steven R. Shawley	39,941	[*]
Directors and executive officers as a group (12 persons)	9,262,213	6.86%

\* Represents holdings of less than 1%.

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- (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: for Mr. Shular, 76,640; for Mr. Robertson, 3,553; for Mr. Barnard, 12,113; for Mr. Hawthorne, 22,069; and for Mr. Moran, 33,950.

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- (b) Includes shares issuable upon exercise of options that are exercisable as of March 21, 2013 or become exercisable within 60 days thereafter, and based on the March 21, 2013 closing price of our common stock on the NYSE of \$7.74 per share as follows:

	<b>Total of such Options</b>	<b>Such Options that are NOT in the money</b>
Craig S. Shular	422,667	422,667
Lindon G. Robertson	14,533	14,533
Petrus J. Barnard	124,400	24,400
Joel L. Hawthorne	11,167	11,167
John D. Moran	17,567	17,567
Randy W. Carson	5,000	5,000
Mary B. Cranston	3,500	3,500
Harold E. Layman	3,500	3,500
Ferrell P. McClean	3,500	3,500
Nathan Milikowsky	5,000	5,000
Michael C. Nahl	3,500	3,500
Steven R. Shawley	5,000	5,000
<b>Total Officers and Directors</b>	<b>619,334</b>	<b>519,334</b>

- (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 11, 2013 by Royce & Associates LLC, 745 Fifth Avenue, New York, New York 10151; Schedule 13G/A made on February 14, 2013 by FMR LLC, 82 Devonshire Street, Boston, MA 02109; Schedule 13G/A made on March 11, 2013 by Janus Capital Management LLC, 151 Detroit Street, Denver, Colorado, 80206; Schedule 13D made on August 9, 2012 by GAMCO Investors, Inc., One Corporate Center, Rye, New York, 10580; and Schedule 13D made on February 14, 2011 by Daniel Milikowsky and Nathan Milikowsky (referred to herein as the Milikowsky Group), respectively, and additional information provided by beneficial owner, Nathan Milikowsky. 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.

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**PROPOSAL TWO:**

**NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION**

SEC rules adopted pursuant to the 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 under "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 2012 Summary Compensation Table and the other related tables and accompanying narrative for a detailed description of the 2012 compensation of our named executive officers. We believe that the 2012 compensation of each of our named executive officers was reasonable and appropriate and aligned with the Company's 2012 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, the Board or the Compensation Committee. Although the vote is non-binding, our Board and Compensation Committee value 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.

As further described under "Executive Compensation Compensation Discussion and Analysis", in connection with equity awards made in 2012, our Board and our Compensation Committee, with the assistance of the Compensation Committee's independent compensation consultant, reviewed current incentive pay practices, analyzed survey data, and took into consideration feedback from institutional investors. To further align management's interests with our stockholders' interests, our Board and our Compensation Committee made changes in the mix of awards which places further weight on pay for performance, changed the performance measures for our 2012 performance share units to ROIC (60%) and EPS growth (40%) as measured against our Performance Peer Group, and changed the performance measures in our 2013 annual bonus program to EBIT (50%) and Free Cash Flow (50%).

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 2013 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the 2012 Summary Compensation Table and the other related tables and accompanying narrative.

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

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**PROPOSAL THREE:**

**RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR ENDING DECEMBER 31, 2013**

PricewaterhouseCoopers LLP served as our independent registered public accounting firm in 2012 and is expected to be retained to do so in 2013. The Board has elected to ask our stockholders to ratify the appointment of the independent registered public accounting firm at the Annual Meeting as a matter of good corporate practice.

Stockholder ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm is not required by our by-laws or otherwise. If the stockholders do not ratify the appointment, the Audit Committee will reconsider whether to retain the firm. In such event, the Audit 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 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 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, 2013**

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**OTHER INFORMATION**

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act 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. We believe that, during 2012, all of our 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 liabilities under 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 our outlook for 2013; expected future or targeted operational and financial performance; growth prospects; the markets we serve; our profitability, cash flow, and liquidity; future sales, costs, working capital, revenues and business opportunities; strategic plans; stock repurchase plans; supply chain management; the impact of cost competitiveness and liquidity initiatives; changes in production capacity, operating rates or efficiency in our operations or our competitors' or customers' operations; capital expenditures; future prices and demand for our products; product quality; diversification, new products, and product improvements and their impact on our business, the impact of acquired businesses and backward integration; investments and acquisitions that we may make in the future; the integration of acquisitions into our operations; financing (including factoring and supply chain financing) activities; debt levels; our customers' operations, production levels and demand for their products; our position in markets we serve; regional and global economic and industry market conditions, including our expectations concerning their impact on us and our customers and suppliers; conditions and changes in the global financial and credit markets; tax rates and the effects of jurisdictional mix; the impact of accounting changes; depreciation and amortization expenses and currency exchange and interest rates and expenses. 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, 2012, and in our periodic reports on Form 10-Q and Form 8-K that contain information filed with the SEC, which we hereby incorporate herein by reference. We have no duty to update these statements. Our expectations and targets are not predictions of actual performance and historically our performance has deviated, often significantly, from our expectations and targets. Actual future events, circumstances, performance and trends could differ materially, positively or negatively, from those set forth in these statements due to various factors, including failure to achieve earnings or other estimates; the actual outcome of uncertainties associated with assumptions and estimates using judgment when applying critical accounting policies and preparing financial statements having a material impact on results of operations or financial positions; failure to successfully develop and commercialize new or improved

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products; adverse changes in inventory or supply chain management; limitations or delays on capital expenditures; business interruptions including those caused by weather, natural disaster, or other causes; delays or changes in or non-consummation of investments or acquisitions that we may make in the future; failure to successfully integrate into our business any completed investments and acquisitions or to successfully realize upon completed investments; failure to achieve expected synergies or the performance or returns expected from any completed investments or acquisitions; inability to protect our intellectual property rights or infringement of intellectual property rights of others; changes in market prices of our securities; changes in our ability to obtain financing on acceptable terms; adverse changes in labor relations; adverse developments in legal proceedings or investigations; non-realization of anticipated benefits from organizational changes and restructurings; negative developments relating to health, safety or environmental compliance or remediation or liabilities; downturns, production reductions or suspensions, or changes in steel and other markets we or our customers serve; political unrest which adversely impacts us or our customers businesses; declines in demand; intensified competition and price or margin decreases, including growth by producers in developing countries; graphite electrode and needle coke manufacturing capacity increases; adverse differences between actual graphite electrode prices and spot or announced prices; consolidation of steel producers; mismatches between manufacturing capacity and demand; significant changes in our provision for income taxes and effective income tax rate; changes in the availability or cost of key inputs, including petroleum-based coke or energy; changes in interest or currency exchange rates; inflation or deflation; failure to satisfy conditions to government grants; continuing uncertainty over U.S. fiscal policy or the continuation of the European debt crisis; changes in government fiscal and monetary policy; a protracted regional or global financial or economic crisis; 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 December 31, 2012 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 \$7,750, 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 2013 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 Committee charter requires that the Audit 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 Committee periodically may pre-approve the retention of our external auditor firm for

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any additional permitted non-audit services. All of the services provided to us by PricewaterhouseCoopers LLP for which we paid Audit Fees, Audit-Related Fees, Tax Fees, and All Other Fees, as shown in the table below, were approved by the Audit 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 affiliates for professional services performed for 2012 and 2011, respectively, is set forth below.

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

	2012	2011
	(Dollars in millions)	
Audit Fees (a)	2.6	2.4
Audit-Related Fees (b)	0.1	0.5
Tax Fees (c)	0.7	0.5
All Other Fees (d)	0.1	0.7
<b>Total</b>	<b>3.5</b>	<b>4.1</b>

(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

Consents and other services related to SEC matters in 2012.

(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 compliance and consulting services.

(d) Represents:

Represents non audit advisory services in 2012 and 2011 and license fees for technical research database.

**When are Stockholder Proposals for the 2014 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 2014 must be given to our Secretary at our principal executive office on or before November 28, 2013 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 in connection with an annual meeting of stockholders) by a stockholder must be given to our Secretary not later than 105 days and not earlier than 135 days prior to (i) the first anniversary of the preceding year's annual meeting of stockholders or (ii) if the date of such annual meeting is more than 30 days before or after such anniversary and (A) either public disclosure of such date has been given or made or such stockholder has been informed or learned of such date more than 115 days before such date, not earlier than the open of business on the 135<sup>th</sup> day and not later than the close of business on the 105<sup>th</sup> day prior to such meeting or

(B) both public disclosure of such date have not been given or made and such stockholder has not been informed

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or learned of such date more than 115 days before such date, not earlier than the open of business on the 135<sup>th</sup> day prior to such anniversary and not later than the close of business on the 10<sup>th</sup> day following the date on which public disclosure of such date is given or made or such stockholder is informed or learns of such date.

Our by-laws provide that written notice by a stockholder of any such nomination in connection with any non-annual meeting of stockholders must be delivered or mailed to, and received at, our principal executive office (i) not earlier than the 135<sup>th</sup> day and not later than the 105<sup>th</sup> day prior to the date of such meeting, if either public disclosure of such date has been given or made or such stockholder has been informed or learned of such date on or more than 135 days before such date, or (ii) not later the 10<sup>th</sup> day following the date on which public disclosure of the date of such meeting is given or made or such stockholder is informed or learns of such date, if both public disclosure of such date has not been given or made and such stockholder has not been informed or learned of such date more than 135 days before the date of such meeting.

The chairperson of the annual meeting for 2014 shall determine whether any such proposal (or nomination) shall have been properly brought. If such proposal (or nomination) is not properly brought, then the chairperson shall not allow a vote on the proposal (or nomination).

Our proxy card for the 2014 annual meeting will give discretionary authority with respect to all stockholder proposals properly brought before the 2014 annual meeting that are not included in the proxy statement for the 2014 annual meeting.

### **What Information is Required for Stockholder Proposals and Nominations**

Our by-laws were amended as of September 30, 2012 to update our advance notice by-law provisions. Such amendments among other things:

clarify the measurement dates for the current advance notice periods and the current written notice requirements, providing that a stockholder submitting a proposal or nomination must be a stockholder of record and must be a stockholder as of the record date for the meeting as well as the dates currently specified in the bylaws, providing that a proposal must be a proper matter for stockholder action;

require that a proponent correct inaccurate or incomplete information within three business days after the information becomes inaccurate or incomplete, and in any event not less than five business days prior to the meeting;

require a proponent to provide additional information and representations about itself, any nominee for election as a director and related parties and others for or with whom they are acting, including additional information regarding (a) direct, indirect, beneficial, derivative and other ownership, voting, short, dispositive or pecuniary interests in our capital stock, (b) interests adverse to us or our principal business or businesses (including interests in any of our principal competitors), (c) any other stockholder or other person supporting or expected to support such proposal or nomination, (d) whether any of such parties intends to deliver a proxy statement or solicit proxies in respect of such business or nomination and (e) the proponent's intent to appear in person or by proxy at the meeting to propose such business or nomination;

require a proponent to provide, as to a nominee for director, a questionnaire and additional information and representations with respect to such nominee, including additional information (a) which the nominee would be required to provide if the nominee was the proponent, (b) to enable evaluation of compensation committee interlocks, interlocking directorates under the Clayton Act, and eligibility to meet independence and other director qualifications set forth in our corporate governance documents, in applicable listing rules and otherwise and (c) regarding whether the nominee (i) would be acting on his or her own behalf or on behalf of another party, (ii) is a party to any arrangement or has given any assurance as to how the nominee would vote on any particular matter or that could limit or interfere with such nominee's ability to comply with fiduciary duties and (iii) would comply with all of our corporate governance, conflict of interest and other policies and procedures; and

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provide that, if a proponent does not appear in person or by proxy at a meeting, the business or nomination proposed by such proponent need not be submitted at the meeting.

For a complete description of our voting procedures, we refer to our complete by-laws as amended, which we recommend that you read in order to comply with the requirements for bringing a proposal or making a nomination. The bylaws were incorporated by reference as Exhibit 3.2.0 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and filed as an exhibit to our Report on Form 8-K filed on November 30, 2010, and are incorporated herein by reference. The bylaw amendment dated as of September 30, 2012 was incorporated by reference as Exhibit 3.2.1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and filed as an exhibit to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, and is incorporated herein by reference. You may contact our Secretary at our principal executive offices for a copy of our current bylaws, including the relevant provisions regarding the requirements for making stockholder proposals and nominating director candidates, or you may refer to the copy of our bylaws and amendment filed with the SEC as described above, available at <http://www.sec.gov>.

**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.

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**ADMISSION TICKET**

**GRAFTECH INTERNATIONAL LTD.**

**12900 SNOW ROAD**

**PARMA, OHIO 44130**

**ANNUAL MEETING OF STOCKHOLDERS**

**MAY 14, 2013, AT 10:00 A.M. (EDT)**

**PRESENT THIS TICKET TO ADMIT ONE STOCKHOLDER**

Name of Stockholder: \_\_\_\_\_

Address: \_\_\_\_\_

(See reverse side for directions)

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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

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**Electronic Voting Instructions**

**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 11:59 p.m., Eastern Daylight Time, on May 13, 2013.**

**Vote by Internet**

Go to [www.investorvote.com/GTI](http://www.investorvote.com/GTI)  
Or scan the QR code with your smartphone  
Follow the steps outlined on the secure website

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**

**Vote by telephone**

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

Canada on a touch tone telephone

Follow the instructions provided by the recorded message

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 and FOR Proposals Two and Three.**

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

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.. .. .. .. +

	For	Against	Abstain		For	Against	Abstain
2. To approve, by a non-binding advisory vote, our executive compensation.	..	..	..	3. Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the current fiscal year ending December 31, 2013.	..	..	..

**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.

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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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**Proxy GrafTech International Ltd.**

**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 14, 2013**

The undersigned appoints Craig S. Shular and Petrus J. 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 14, 2013, 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 six of the Nominees and **FOR** Proposals Two and Three 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 Daylight Time on May 10, 2013.*

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)