

GRAFTECH INTERNATIONAL LTD
Form S-8 POS
July 27, 2006

As filed with the Securities and Exchange Commission on July 26, 2006
Registration No. 333-95550

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

**POST EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

GRAFTECH INTERNATIONAL LTD.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

06-1385548

(I.R.S. Employer
Identification No.)

**12900 Snow Road
Parma, Ohio 44130
(216) 676-2000**

(Address of Principal Executive Offices and Zip Code)

**UCAR International Inc.
Management Stock Option Plan**
(Full Title of the Plan)

**Gary R. Whitaker, Esq.
General Counsel, Vice President and Secretary
12900 Snow Road
Parma, Ohio 44130**

(Name and Address of Agent for Service)

(216) 676-2426

(Telephone Number, Including Area Code, of Agent for Service)

Copy To:

**M. Ridgway Barker, Esq.
Kelley Drye & Warren LLP
Two Stamford Plaza
281 Tresser Boulevard
Stamford, CT 06901
(203) 324-1400**

DEREGISTRATION OF SECURITIES

GrafTech International Ltd. (the Registrant) is filing this post-effective amendment to deregister securities registered for issuance pursuant to the UCAR International Inc. Management Stock Option Plan (as amended and restated, the Plan) on Registration Statement on Form S-8, No. 333-95550 (the Registration Statement). The Registration Statement registered 4,886,828 shares of common stock, par value \$.01 per share, of the Registrant for issuance in accordance with the Plan. All remaining unissued shares are hereby deregistered.

ITEM 8. EXHIBITS.

The following opinions, consents and other documents are attached hereto as exhibits:

<u>Exhibit No.</u>	<u>Description</u>
4.1	UCAR International Inc. Management Stock Option Plan, effective as of January 26, 1995 (incorporated herein by reference to Exhibit 10.30, UCAR International Inc. Registration Statement on Form S-1, File No. 33-94698).
4.2	Amendment to UCAR International Inc. Management Stock Option Plan (incorporated herein by reference to Exhibit 10.56, UCAR International Inc. Registration Statement on Form S-1, File No. 33-94698).
5	Opinion of Kelley Drye & Warren LLP regarding legality of the securities originally registered (previously filed).
23.1	Consent of KPMG Peat Marwick LLP (previously filed).
23.2	Consent of Kelley Drye & Warren LLP (included in Exhibit 5) (previously filed).
24.1	Power of Attorney for R. Eugene Cartledge.*
24.2	Power of Attorney for Mary B. Cranston.*
24.3	Power of Attorney for John R. Hall.*
24.4	Power of Attorney for Ferrell P. McClean.*
24.5	Power of Attorney for Michael C. Nahl.*
24.6	Power of Attorney for Craig S. Shular.*
24.7	Power of Attorney for Harold E. Layman.*
24.8	Power of Attorney for Frank A. Riddick, III.*

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Parma, State of Ohio, on the 25th day of July, 2006.

GRAFTECH INTERNATIONAL LTD.

By: /s/ Mark Widmar

Name: Mark Widmar

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Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
* _____ Craig S. Shular	Chief Executive Officer, President and Director (Principal Executive Officer)	July 25, 2006
/s/ Mark Widmar _____ Mark Widmar	Chief Financial Officer and Vice President (Principal Accounting Officer)	July 25, 2006
* _____ R. Eugene Cartledge	Director	July 25, 2006
* _____ Mary B. Cranston	Director	July 25, 2006
* _____ John R. Hall	Director	July 25, 2006
* _____ Harold E. Layman	Director	July 25, 2006
* _____ Ferrell P. McClean	Director	July 25, 2006
* _____ Michael C. Nahl	Director	July 25, 2006
* _____ Frank A. Riddick, III	Director	July 25, 2006

*By /s/ Mark Widmar
Mark Widmar,
Chief Financial Officer,
as Attorney-in-fact

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