

SAPPI LTD

Form 6-K

August 14, 2008

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16

under the Securities Exchange Act of 1934

For the month of August , 2008

Commission file number: 1-14872

SAPPI LIMITED

(Translation of registrant's name into English)

48 Ameshoff Street

Braamfontein

Johannesburg 2001

REPUBLIC OF SOUTH AFRICA

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b) (1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b) (7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

INCORPORATION BY REFERENCE

Sappi Limited's report for the conformed second quarter results ended June 2008, furnished by the Registrant under this Form 6-K, is incorporated by reference into (i) the Registration Statements on Form S-8 of the Registrant filed December 23, 1999 and December 15, 2004 in connection with The Sappi Limited Share Incentive Scheme, (ii) the Section 10(a) Prospectus relating to the offer and sale of the Registrant's shares to Participants under The Sappi Limited Share Incentive Scheme, (iii) the Registration Statements on Form S-8 of the Registrant filed December 15, 2004 and December 21, 2005 in connection with The Sappi Limited 2004 Performance Share Incentive Plan and (iv) the Section 10(a) Prospectus relating to the offer and sale of the Registrant's shares to Participants under The Sappi Limited 2004 Performance Share Incentive Plan. This Form 6-K includes a conformed version of the earnings announcement sent by the Registrant to its shareholders. This conformed version was prepared solely for purposes of supplementing the documents referred to in clauses (i) - (iv) above.

FORWARD-LOOKING STATEMENTS

In order to utilize the "Safe Harbor" provisions of the United States Private Securities Litigation Reform Act of 1995 (the "Reform Act"), Sappi Limited (the "Company") is providing the following cautionary statement. Except for historical information contained herein, statements contained in this Report on Form 6-K may constitute "forward-looking statements" within the meaning of the Reform Act. The words "believe", "anticipate", "expect", "intend", "estimate", "plan", "assume", "positioned", "will", "may", "should", "risk" and other similar expressions which are predictions of or indicate future events and future trends which do not relate to historical matters identify forward-looking statements. In addition, this Report on Form 6-K may include forward-looking statements relating to the Company's potential exposure to various types of market risks, such as interest rate risk, foreign exchange rate risk and commodity price risk. Reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors which are in some cases beyond the control of the Company, together with its subsidiaries (the "Group"), and may cause the actual results, performance or achievements of the Group to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements (and from past results, performance or achievements). Certain factors that may cause such differences include but are not limited to: the highly cyclical nature of the pulp and paper industry; pulp and paper production, production capacity, input costs (including raw material, energy and employee costs) and pricing levels in North America, Europe, Asia and southern Africa; any major disruption in production at the Group's key facilities; changes in environmental, tax and other laws and regulations; adverse changes in the markets for the Group's products; any delays, unexpected costs or other problems experienced with any business acquired or to be acquired (including as a result of adverse changes in credit markets that affect our ability to raise capital when needed); adverse changes in the political situation and economies in the countries in which we operate or the effect of governmental efforts to address present or future economic or social problems; and the impact of future investments, acquisitions and dispositions (including the financing of investments and acquisitions) and any delays, unexpected costs or other problems experienced in connection with dispositions. These and other risks, uncertainties and factors are discussed in the Company's Annual Report on Form 20-F and other filings with and submissions to the Securities and Exchange Commission, including this Report on Form 6-K. Shareholders and prospective investors are cautioned not to place undue reliance on these forward-looking statements. These forward-looking statements are made as of the date of the submission of this Report on Form 6-K and are not intended to give any assurance as to future results. The Company undertakes no obligation to publicly update or revise any of these forward-looking statements, whether to reflect new information or future events or circumstances or otherwise.

sappi
quarter results
ended June
Quarter 3
2008
Form S-8 version

** for the nine months ended June 2008*

*** as at June 2008*

† Rest of World

Sales by product group *

Sales by source *

Sales by destination *

Geographic ownership **

Coated fine paper

64%

Uncoated fine paper

4%

Coated specialities

9%

Commodity paper

8%

Pulp

14%

Other

1%

North America

29%

Europe

40%

Southern Africa

15%

Asia and other

16%

South African

71%

North America

17%

Europe and ROW †

12%

North America

28%

Europe

47%

Southern Africa

25%

sappi

Flo

sappi limited

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third quarter

Operating loss of US\$23 million which includes
US\$105 million plantation fair value loss

Basic EPS a loss of 28 US cents

Selling price increases in North America and South Africa

Severe input cost increases

Saiccor expansion commissioning in the fourth quarter

Financial summary

Quarter ended

Nine months ended

Restated **

Restated **

June 2008

March 2008

June 2007

June 2008

June 2007

Key figures: (US\$ million)

Sales

1,494

1,473

1,297

4,344

3,882

Operating (loss) profit

(23)

221

87

289

296

EBITDA *

71

314

182

572

580

Basic EPS (US cents)

(28)

68 17

59

56

Key ratios: (%)

Operating (loss) profit to sales

(1.5)

15.0

6.7

6.7

7.6

** Refer to note 1, in Supplemental Information for the reconciliation of EBITDA to profit for the period.*

*** Refer to note 2 page 13.*

sappi limited

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third quarter

Comment

In a seasonally slower quarter, operating performance, excluding the plantation fair value adjustment, improved compared to last year. The quarter was marked by severe input cost increases, offset to some extent by our cost savings efforts across the group and successful price increases in North America and South Africa. Selling prices in Europe were flat quarter-on-quarter, but declined from last year. The unfavourable impact of wood, energy and chemical price increases on the group results was US\$19 million compared to the prior quarter and US\$45 million compared to a year earlier.

Pulp prices continued to increase with NBSK increasing to an average of US\$900 per ton from an average of US\$880 per ton in the previous quarter. The increase in pulp prices was beneficial to the group as we sell slightly more pulp than we purchase.

An operating loss of US\$23 million was recorded, compared to an operating profit of US\$87 million a year ago. The quarter included an unfavourable plantation price fair value revaluation adjustment of US\$105 million. The negative plantation price fair value adjustment was mainly due to a sharp increase in fuel prices.

Group sales for the quarter were US\$1.5 billion, a 15.2% increase compared to the third quarter last year, mainly as a result of higher sales volumes in our fine paper businesses together with improved selling prices in North America and Southern Africa.

Net finance costs of US\$45 million for the quarter increased by US\$8 million from last year due to discontinuing capitalisation of interest on the Saiccor expansion project during the quarter, higher debt levels and higher interest rates.

Tax relief on the reported loss before taxation of US\$68 million was limited due to tax losses in certain regions that could not be brought to account.

Basic earnings per share for the quarter was a loss of 28 US cents, compared to earnings of 17 US cents a year ago.

Cash flow and debt

Cash generated from operations for the quarter was US\$156 million compared to US\$142 million a year ago. Working capital decreased by US\$29 million during the quarter compared to an increase of US\$36 million during the third quarter last year. We expect a further significant reduction in working capital in our fourth quarter.

Included in our cash flow for the quarter were post employment benefit payments of US\$12 million compared to US\$35 million in the equivalent quarter last year. Post employment benefit payments are expected to be US\$90 million for the year, compared to US\$101 million last year, and are expected to decline in 2009.

Net finance costs paid increased to US\$83 million compared to US\$42 million a year ago, mainly as a result of the settlement of forward exchange contracts related to long term debt and higher debt levels.

Taxation paid of US\$40 million, was US\$25 million higher than a year ago mainly due to a provisional tax payment made by our South African business.

Capital expenditure of US\$103 million included US\$52 million for the Saiccor expansion project. We expect

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third quarter

to make the final capital expenditure payments on the Saiccor expansion project of approximately US\$50 million over the next two quarters.

Interest bearing borrowings was US\$2,872 million at quarter end, an increase of US\$32 million from the prior quarter. This increase was offset by an increase in cash and cash equivalents of US\$26 million.

Current interest-bearing borrowings of US\$990 million include US\$393 million of securitised trade debtors under a facility, which in the normal course of business is expected to run until 2012. The group has access to US\$620 million as part of a committed revolving loan facility as at the end of June 2008 and cash resources of US\$227 million.

Operating review for the quarter

Sappi Fine Paper

Quarter

Quarter

Quarter

ended

ended

ended

June 2008

June 2007

%

March 2008

US\$ million

US\$ million

change

US\$ million

Sales

1,224

1,037

18.0

1,209

Operating profit

36

25

44.0

47

Operating profit to sales (%)

2.9

2.4

–

3.9

Sales volumes for our Fine Paper business increased by 6.5% from last year, while average prices in Dollar terms improved 11%, partly due to currency movements. Pricing and margins improved in our North American business, but worsened in our European business.

Cost pressure, particularly in raw materials and energy, increased in all regions.

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third quarter

Europe

Quarter

Quarter

Quarter

ended

ended

%

%

ended

June 2008

June 2007

change

change

March 2008

US\$ million

US\$ million

(US\$)

(Euro)

US\$ million

Sales

705

584

20.7

3.5

697

Operating profit

10

14

(28.6)

(40.0)

18

Operating profit to sales (%)

1.4

2.4

–

–

2.6

In a tough economic and trading environment, we recovered some market share in Europe during the quarter with sales volumes improving 6% compared to last year. Selling prices for coated fine paper sheets were down from last year and flat compared to last quarter, while there was an improvement in coated fine paper reel prices in some European countries.

Demand for our graphics paper was seasonally weaker in the quarter, except for coated mechanical paper, which showed no sign of seasonal decline. Our speciality paper performed well in the quarter.

Despite our continued focus on cost savings efforts, our operating margin declined from 2.4% to 1.4%, mainly due to significant increases in input cost prices. The impact of energy and chemical cost increases compared to the equivalent quarter last year was US\$18 million. These cost increases were partially offset by the sale of carbon credits to the value of US\$9 million during the quarter.

We have announced price increases effective from 1 September 2008 of between 8% and 10%, in order to offset the input cost price increases.

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 third quarter
North America

Quarter	Quarter
ended	
ended	
ended	

June 2008
 June 2007
 %

March 2008
 US\$ million
 US\$ million
 change
 US\$ million

Sales

424

362

17.1

423

Operating profit

25

8

212.5

26

Operating profit to sales (%)

5.9

2.2

–

6.1

Our North American business continued to improve with stronger reel volumes and increased reel and pulp selling prices, compared to last year. Sales volumes increased 8% compared to the equivalent quarter last year. Our order books for reels remained strong; however, we saw the impact of a slowing US economy on our sheet business.

Realised paper prices improved 6% on last year, while realised pulp prices increased by 14%. During the quarter, coated fine paper price increases have been widely announced by the US industry.

The operating profit margin increased to 5.9% compared to 2.2% last year despite significant input cost increases, particularly in wood, energy and chemicals. Price escalation of these input costs had a negative impact of US\$20 million compared to the equivalent quarter last year.

US imports of coated paper continued to decline during the quarter due to the weakness of the US Dollar, increased transport costs and improved demand in the Far East.

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third quarter

South Africa

Quarter

Quarter

Quarter

ended

ended

%

%

ended

June 2008

June 2007

change

change

March 2008

US\$ million

US\$ million

(US\$)

(Rand)

US\$ million

Sales

95

91

4.4

15.1

89

Operating profit

1

3

(66.7)

(61.9)

3

Operating profit to sales (%)

1.0

3.3

–

–

3.4

Although we saw improved pricing during the quarter, margins came under pressure from increased input costs, mainly pulp and chemicals. Sales volume was flat on last year. The results were negatively impacted by a seasonal slowing of demand and a temporary shut of the pulp plant at Stanger due to the unavailability of bagasse fibre.

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third quarter

Forest Products

Quarter

Quarter

Quarter

ended

ended

%

%

ended

June 2008

June 2007

change

change

March 2008

US\$ million

US\$ million

(US\$)

(Rand)

US\$ million

Sales

270

260

3.8

14.5

264

Operating (loss) profit

(60)

65

–

–

172

Operating (loss) profit to sales (%)

(22.2)

25.0

–

–

65.2

Demand remained strong for chemical cellulose, but softened for our other products. Our pulp and paper sales volumes were down 3% for the quarter compared to a year ago.

Pricing improved in our Kraft business, chemical cellulose prices remained strong and our export margins benefited from a weaker Rand against the US Dollar compared to last year.

Operating loss includes an unfavourable plantation price fair value adjustment of US\$105 million. The valuation takes into account the cost of delivering wood to market which was impacted by increased fuel prices.

The results of Saiccor were negatively impacted by production interruptions related to our expansion project and a severe flood giving rise to property damage and business interruption that was self-insured.

The financial impact of the flood was US\$6 million. The Saiccor expansion is substantially complete and is now expected to be commissioned towards the end of August.

Input cost pressure, particularly from chemicals, has increased in recent months and has put increased

pressure on margins.

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third quarter

Outlook

Continued upward pressure on input costs remains our biggest challenge in the short term. Further increases are expected in energy, fibre and chemical costs during the fourth quarter. In South Africa wage negotiations have been completed. Wage inflation remains an important factor in all our businesses. To mitigate high energy costs, we have initiated further energy projects in all regions.

Although demand remains fairly robust for our products in all regions, a global economic slow-down would impact demand. We are responding to these challenges by continuing to focus on cost control, harnessing our buying power through a global procurement drive and through maximising manufacturing efficiencies. Increasing selling prices continues to be essential to restore and improve profitability. We are implementing price increases in all our businesses.

The operating performance for our Southern African and US businesses is expected to remain strong, while margins in all our businesses, particularly in Europe, will be under pressure due to high input costs. Our Southern African business will be further impacted by a recovery boiler rebuild at our Usutu mill, which will have an unfavourable impact of approximately US\$12 million on operating profit in the fourth quarter. In light of unrelenting input cost increases, we expect our fourth quarter operating profit, excluding the impact of the plantation fair value adjustment, to be lower than the third quarter, however for the full year, we expect operating profit, excluding the impact of the plantation fair value adjustment, to be well above last year.

On behalf of the board

R J Boëttger

M R Thompson

Director

Director

31 July 2008

sappi limited

(Registration number 1936/008963/06)

Issuer Code: SAVVI

JSE Code: SAP

ISIN: ZAE000006284

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third quarter

Form S-8 Version

Conformed financial results

for the quarter ended June 2008

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 third quarter
 Group income statement
 Restated
 Restated
 Quarter
 Quarter
 Nine months
 Nine months
 ended
 ended
 ended
 ended
 June 2008
 June 2007
 June 2008
 June 2007
 Notes
 US\$ million
 US\$ million % change
 US\$ million
 US\$ million % change
 Sales
 1,494
 1,297
 15.2
 4,344
 3,882
 11.9
 Cost of sales
 1,428
 1,116
 3,782
 3,349
 Gross profit
 66
 181
 (63.5)
 562
 533
 5.4
 Selling, general &
 administrative expenses
 95
 87
 294
 268
 Other operating expenses
 (income)
 -

9
(6)
(25)
Share of profit from
associates and joint
ventures
(6)
(2)
(15)
(6)
Operating (loss) profit
4
(23)
87
—
289
296
(2.4)
Net finance costs
45
37
100
107
Net interest
43
39
106
112
Finance cost capitalised
(1)
(4)
(16)
(8)
Net foreign exchange
losses (gains)
2
(3)
(3)
(9)
Net fair value loss on
financial instruments
1
5
13
12
(Loss) profit before taxation
(68)
50
—
189
189

–	
Taxation	
(5)	
11	
55	
62	
Current	
7	
17	
11	
32	
Deferred	
(12)	
(6)	
44	
30	
(Loss) profit for the period	
(63)	
39	
–	
134	
127	
5.5	
Basic (loss) earnings per share (US cents)	
(28)	
17	
59	
56	
Weighted average number of shares in issue (millions)	
228.9	
227.9	
228.7	
227.5	
Diluted basic (loss) earnings per share (US cents)	
(28)	
17	
58	
55	
Weighted average number of shares on fully diluted basis (millions)	
231.2	
231.4	
230.9	
230.4	

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third quarter

Group balance sheet

June 2008

Sept 2007

US\$ million

US\$ million

ASSETS

Non-current assets

4,574

4,608

Property, plant and equipment

3,568

3,491

Plantations

556

636

Deferred taxation

56

60

Other non-current assets

394

421

Current assets

1,758

1,736

Inventories

789

712

Trade and other receivables

742

660

Cash and cash equivalents

227

364

Total assets

6,332

6,344

EQUITY AND LIABILITIES

Shareholders' equity

Ordinary shareholders' interest

1,669

1,816

Non-current liabilities

2,629

2,612

Interest-bearing borrowings

1,882

1,828

Deferred taxation

384
385
Other non-current liabilities
363
399
Current liabilities
2,034
1,916
Interest-bearing borrowings
990
771
Bank overdraft
22
22
Other current liabilities
946
998
Taxation payable
76
125
Total equity and liabilities
6,332
6,344
Number of shares in issue at balance sheet date (millions)
229.1
228.5

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third quarter
Group cash flow statement
Restated
Restated
Quarter
Quarter
Nine months
Nine months
ended
ended
ended
ended
June 2008
June 2007
June 2008
June 2007
US\$ million
US\$ million
US\$ million
US\$ million
(Loss) profit for the period
(63)
39
134
127
Adjustment for:
Depreciation, fellings and amortisation
115
113
344
336
Taxation (relief) charge
(5)
11
55
62
Net finance costs
45
37
100
107
Post employment benefits **
(12)
(35)
(65)
(80)
Other non-cash items
76
(23)

(81)
(128)
Cash generated from operations **
156
142
487
424
Movement in working capital
29
(36)
(134)
(80)
Net finance costs paid
(83)
(42)
(150)
(110)
Taxation paid
(40)
(15)
(56)
(18)
Dividends paid *
—
—
(73)
(68)
Cash retained from operating activities
62
49
74
148
Cash utilised in investing activities **
(98)
(119)
(351)
(265)
(36)
(70)
(277)
(117)
Cash effects of financing activities
56
19
161
74
Net movement in cash and cash equivalents
20
(51)
(116)
(43)

* *Dividend number 84: 32 US cents per share (2007: 30 US cents per share)*

** *Reclassification – Refer note 1*

Group statement of recognised income and expense

Restated

Restated

Quarter

Quarter

Nine months

Nine months

ended

ended

ended

ended

June 2008

June 2007

June 2008

June 2007

US\$ million

US\$ million

US\$ million

US\$ million

Exchange differences on translation of
foreign operations

50

45

(222)

123

Pension fund asset not recognised

–

48

–

44

Deferred tax asset (raised) released

–

(13)

2

(14)

Sundry other movements in equity

(1)

–

(1)

5

Net income (expense) recorded directly
in equity

49

80

(221)

158

(Loss) profit for the period

(63)

39

134

127

Total recognised (expense) income for
the period

(14)

119

(87)

285

sappi limited

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third quarter

Notes to the group results

1.

Basis of preparation

The condensed financial statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting*. The accounting policies and methods of computation used in the preparation of the results are consistent, in all material respects, with those used in the annual financial statements for September 2007 which are compliant with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

The results are unaudited.

Reclassification of comparative figures – Cash outflows relating to contributions to post employment benefit funds previously reflected in cash utilised in investing activities, have been included in cash generated from operations.

2.

2.

Restatement

During third quarter 2007, the group recognised a taxation credit of US\$14 million related to a tax rate change in Germany. The recognition was based on the group's judgment that the change in the German tax rate from 38% to 30% had been substantively enacted during the quarter ended June 2007. The group has subsequently concluded that the tax law change was substantively enacted on 6 July 2007, and accordingly, the impact of the tax rate change should have been reflected in its fourth quarter results. The change has no impact on the group's results for the year ended September 2007, however it does impact the deferred taxation and profit for the period for the quarters ended June and September 2007 and for the nine months ended June 2007 as follows:

Quarter

Quarter

Nine months

Year

ended

ended

ended

ended

June 2007

Sept 2007

June 2007

Sept 2007

US\$ million

US\$ million

US\$ million

US\$ million

Deferred taxation as reported

(20)

(7)

16

9

Change in timing of taxation credit

14

(14)

14

–

Deferred taxation as restated

(6)	
(21)	
30	
9	
Profit for the period as reported	
53	
61	
141	
202	
Taxation credit	
(14)	
14	
14	
–	
Profit for the period as restated	
39	
75	
127	
202	
Basic earnings per share (US cents) as reported	
23	
27	
62	
89	
Basic earnings per share (US cents) as restated	
17	
33	
56	
89	
Diluted basic earnings per share (US cents)	
as reported	
23	
26	
61	
88	
Diluted basic earnings per share (US cents)	
as restated	
17	
32	
55	
88	
3.	
Reconciliation of movement in shareholders' equity	
Restated	
Nine months	
Nine months	
ended	
ended	
June 2008	
June 2007	
US\$ million	

US\$ million

Balance – beginning of year

1,816

1,386

Total recognised (expense) income for the period

(87)

285

Dividends paid

(73)

(68)

Transfers to participants of the share purchase trust

6

14

Share-based payment reserve

7

4

Balance – end of period

1,669

1,621

sappi limited

14

third quarter

Restated

Restated

Quarter

Quarter

Nine months

Nine months

ended

ended

ended

ended

June 2008

June 2007

June 2008

June 2007

US\$ million

US\$ million

US\$ million

US\$ million

4.

Operating (loss) profit

Included in operating (loss) profit are the following
non-cash items:

Depreciation and amortisation

94

95

283

284

Fair value adjustment on plantations

(included in cost of sales)

Changes in volume

Fellings

21

18

61

52

Growth

(20)

(22)

(55)

(57)

1

(4)

6

(5)

Plantation price fair value adjustment

105

(15)

(12)

(56)

106

(19)

(6)

(61)

Included in other operating (expenses) income

are the following:

Asset impairments

1

–

3

1

Profit on disposal of property, plant & equipment

(1)

1

(5)

(24)

Restructuring provisions released

–

(1)

(3)

(11)

5.

Capital expenditure

Property, plant and equipment

103

116

377

330

June 2008

Sept 2007

US\$ million

US\$ million

6.

Capital commitments

Contracted

102

188

Approved but not contracted

169

249

271

437

June 2008

Sept 2007

US\$ million

US\$ million

7.

Contingent liabilities

Guarantees and suretyships

47

43

Other contingent liabilities *

7

26

54

69

** The decrease in contingent liabilities reflects management's revised estimate of losses which could arise from taxation queries to which certain group companies are subject. These amounts have now been recognised as liabilities.*

8.

Material balance sheet movements

Current and non-current interest bearing borrowings

The movement on these balances between September 2007 and June 2008 is largely due to (i) US\$190 million of expenditure on the Saiccor expansion project, (ii) financing for the purchase of leased equipment for US\$75 million and (iii) US\$133 million of currency movements and fair value adjustments.

Taxation

The movement is a result of certain tax liabilities which the group has settled in the past nine months.
notes to the group results

sappi limited
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third quarter
Supplemental information
additional information
Restated
Restated
Quarter
Quarter
Nine months
Nine months
ended
ended
ended
ended
June 2008
June 2007
June 2008
June 2007
US\$ million
US\$ million
US\$ milli