

SAPPI LTD  
Form S-8  
February 02, 2010

As filed with the Securities and Exchange Commission on February 2, 2010

Registration No. 333-\_\_\_\_\_

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

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Form S-8  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

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SAPPI LIMITED  
(Exact name of registrant as specified in its charter)

Republic of South Africa  
(State or other jurisdiction  
of incorporation or organization)

N/A  
(I.R.S. Employer Identification No.)

48 Ameshoff Street  
Braamfontein  
Johannesburg 2001  
Republic of South Africa  
(Address of Principal Executive Offices) (Zip Code)

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The Sappi Limited Share Incentive Scheme  
(Full title of the plan)

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Sarah Manchester, Esq.  
Sappi Fine Paper North America  
225 Franklin Street  
Boston, Massachusetts 02110  
(Name and address of agent for service)  
(617) 423-7300  
(Telephone number, including area code, of agent for service)

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Copies to:  
George A. Stephanakis, Esq.  
Cravath, Swaine & Moore LLP  
CityPoint  
One Ropemaker Street  
London, EC2Y 9HR  
United Kingdom

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered(1) | Proposed maximum offering price per share(2) | Proposed maximum aggregate offering price(2) | Amount of registration fee(3) |
|--------------------------------------|----------------------------|--|--|-------------------------------|
| Ordinary Shares                      | 5,000,000                  | \$ 4.19                                      | \$ 20,950,000                                | \$ 1,493.74                   |

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall include any additional shares of common stock that become issuable as a result of any stock split, stock dividend, recapitalization or other similar transaction that results in an increase in the number of the outstanding ordinary shares of Sappi Limited (the “Company”).

(2) Pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act, the registration fee for the 5,000,000 ordinary shares registered hereunder is based on the average of the high and low prices of the Company’s ordinary shares as reported on the Johannesburg Stock Exchange on January 29, 2010 of R 31.95 per ordinary share translated into US dollars at the rate published by Bloomberg on January 29, 2010 of R 7.6263 per \$1.00.

(3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities under The Sappi Limited Share Incentive Scheme (the “Scheme”). Registration statements on Form S-8 have been filed previously on December 23, 1999 (File No. 333-11304) and December 15, 2004 (File No. 333-121276) covering in aggregate 7,600,000 ordinary shares of the Company reserved for issuance pursuant to awards granted under the Scheme.

EXPLANATORY STATEMENT

This Registration Statement on Form S-8 is filed by Sappi Limited (the “Company”) solely to register additional securities of the same class as other securities for which a registration statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) and relating to The Sappi Limited Share Incentive Scheme (the “Scheme”) is effective. In accordance with General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the registration statements on Form S-8, File Nos. 333-11304 and 333-121276, filed by the Company with the Commission on December 23, 1999 and December 15, 2004, respectively, as amended, to the extent not replaced herein.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed with the Commission by the Company are incorporated by reference herein and shall be deemed a part hereof:

(1) the Company’s Annual Report on Form 20-F for the fiscal year ended September 27, 2009, filed with the Commission on December 11, 2009 (File No. 1-14872), which contains audited consolidated financial statements for the most recent fiscal year for which such statements have been filed; and

(2) the description of the Company’s ordinary shares contained in the Registration Statement on Form 20-F, filed with the Commission on October 22, 1998 (File No. 1-14872), including any amendment or report filed to update such description.

To the extent designated therein, certain Current Reports of the Company on Form 6-K, and all other documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

| Exhibit Number | Description   |
|----------------|---|
| 5.1            | Opinion of Bowman Gilfillan Inc. regarding the legality of the ordinary shares. |
| 23.1           | Consent of Bowman Gilfillan Inc. (included in Exhibit 5.1).                     |
| 23.2           | Consent of Deloitte & Touche.   |
| 24.1           | Power of Attorney (set forth on the signature page hereof).                     |



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Johannesburg, South Africa, on February 2, 2010.

Sappi Limited

By: /s/ Mark Richard Thompson  
 Name: Mark Richard Thompson  
 Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and officers and the authorized representative in the United States of the registrant hereby severally constitutes and appoints Roeloff Jacobus Boëttger and Mark Richard Thompson, and each of them, as attorneys-in-fact for the undersigned, in any and all capacities, with full power of substitution and resubstitution, to sign any or all amendments to this Registration Statement (including post-effective amendments), and to file the same with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact, or any of them, or his or her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

| Signature  | Title   | Date             |
|--|---|------------------|
| /s/ Roeloff Jacobus Boëttger<br>Roeloff Jacobus Boëttger | Chief Executive Officer<br>(Principal Executive Officer)  | January 11, 2010 |
|  | Chief Financial Officer<br>(Principal Financial Officer<br>and<br>Principal Accounting Officer) |                  |
| /s/ Mark Richard Thompson<br>Mark Richard Thompson       | Principal Accounting Officer)   | January 19, 2010 |
| /s/ Daniël Christiaan Cronjé<br>Daniël Christiaan Cronjé | Chairman and Director   | January 19, 2010 |
|  | Director  | January __, 2010 |

Meyer Feldberg

/s/ James Edward Healey  
James Edward Healey

Director

January 11, 2010

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|   |   |                  |
|---|---|------------------|
| /s/ Deenadayalen Konar<br>Deenadayalen Konar                            | Director  | January __, 2010 |
| /s/ Nkateko Peter Mageza<br>Nkateko Peter Mageza                        | Director  | January 11, 2010 |
| /s/ Helmut Claus-Jürgen Mamsch<br>Helmut Claus-Jürgen Mamsch            | Director  | January __, 2010 |
| /s/ John David McKenzie<br>John David McKenzie                          | Director  | January __, 2010 |
| /s/ Karen Rohn Osar<br>Karen Rohn Osar                                  | Director  | January __, 2010 |
| /s/ Bridgette Radebe<br>Bridgette Radebe                                | Director  | January __, 2010 |
| /s/ Sir Nigel Anthony Russell<br>Rudd<br>Sir Nigel Anthony Russell Rudd | Director  | January 11, 2010 |
| /s/ Sarah Manchester<br>Sarah Manchester                                | Authorized Representative in<br>the United States | February 2, 2010 |

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EXHIBIT INDEX

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