

ARACRUZ CELLULOSE S A  
Form 6-K  
April 01, 2009

United States  
Securities and Exchange Commission  
Washington, D.C. 20549

## FORM 6-K

Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
of the  
Securities Exchange Act of 1934

For the month of  
March 2009

# Aracruz Celulose S.A.

## Aracruz Cellulose S.A.

(Translation of Registrant's name into English)

Av. Brigadeiro Faria Lima, 2,277 4th floor  
São Paulo, SP 01452-000, Brazil  
(Address of principal executive office)

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

(Check One) 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))

(Check One) Yes  No

(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))

(Check One) Yes  No

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

(Check One) Yes  No

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

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# *Aracruz Celulose S.A. and Subsidiaries*

(Convenience Translation into English from the  
Original Previously Issued in Portuguese)

*Financial Statements for the Years  
Ended December 31, 2008 and 2007  
and Independent Auditors Report*

Deloitte Touche Tohmatsu Auditores Independentes

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## INDEPENDENT AUDITORS REPORT

(Convenience Translation into English of original previously issued in Portuguese)

To the Shareholders, Board Members and Directors of Aracruz Celulose S.A.

### Aracruz ES

1. We have audited the accompanying balance sheets (*company and consolidated*) of Aracruz Celulose S.A. ( Company ) as of December 31, 2008, and the related statements of operations, changes in shareholders equity (*company*), of cash flows and of value added for the year then ended, all expressed in Brazilian reais and prepared under the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements.
2. Our audit was conducted in accordance with auditing standards in Brazil and comprised: (a) planning of the work, taking into consideration the significance of the balances, volume of transactions, and the accounting and internal control systems of the Company, (b) checking, on a test basis, the evidence and records that support the amounts and accounting information disclosed, and (c) evaluating the significant accounting practices and estimates adopted by management, as well as the presentation of the financial statements taken as a whole.
3. For the reasons disclosed in note 2 (b) to the financial statements, the Company, with the concurrence of the Brazilian Securities and Exchange Commission (CVM), decided to postpone from December 31, 2008 to December 31, 2009 the adoption of procedures for the definition of its functional currency under Brazilian Generally Accepted Accounting Principles. The Company therefore prepared its financial statements and related disclosures in accordance with the functional currency practices in use through December 31, 2007, prior to the approval of Technical Pronouncement CPC 02 (Effects of the Changes of Exchange Rates and Conversion of Financial Statements) by CVM Ruling 534/08. This ruling made it obligatory for publicly quoted companies to adopt CPC 02 effective in the year ended December 30, 2008. The concurrence of the CVM with the postponement of the adoption of this accounting standard was granted to the Company without modifying, however, the stated standard or its effectiveness for 2008.
4. On December 31, 2008, long-term liabilities of the *company* totaled R\$5,287,523 thousands and *consolidated* long-term liabilities amounted to R\$ 8,744,231 thousands, relating to the debt arising on transactions with derivative Financial Instruments, and to financing obtained in the normal course of business. As described in note 14 (c), (d) and (e): (i) a pre contract (which management believes to be binding, based upon the opinions of external attorneys) was entered into with the creditors of the liability arising from transactions with derivatives, to which each of the creditors adhered individually, and which establishes the basic conditions under which management expects to conclude the negotiation of this debt and (ii) the Company has received proposals to adapt or exempt from compliance of the financial covenants with which the Company is not in compliance as of December 31, 2008, in respect of the financing obtained in the normal course of operations.

Through the date of this opinion there are no final contracts signed between the parties which ratify these terms and conditions.

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In our opinion, except for the effects of the matter mentioned in paragraph 3 and except for the potential effects, if any, of the matter mentioned in paragraph 4, the financial statements referred to in paragraph 1 above represent adequately, in all material respects, the financial position of Aracruz Celulose S.A. (*company and consolidated*) as of December 31, 2008, the results of its operations, the changes in shareholders' equity (*company*), the statements of cash flows and of value added for the year then ended in conformity with Brazilian accounting practices.

6. The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 (a) to the financial statements, as a result of the losses generated in 2008 on transactions with derivative Financial Instruments, there was a substantial increase in the liabilities of the Company as of December 31 2008. Additionally, as described in paragraph 4 above and in note 14 (c) and (d), discussions are being held with creditors to renegotiate the terms and conditions for payment of debt. Management plans on this matter, as well as the plans to support the additional financial burden resulting from the debt arising from Financial Instruments transactions are also described in note 2 (a). The ability of the Company to continue as a going concern depends on the successful execution of these plans. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.
7. We have previously audited the financial statements (*company and consolidated*) for the year ended December 31, 2007, presented for comparison purposes, covering the balance sheet, the statements of operations, of changes in shareholders' equity (*company*), of cash flows and of value added, on which we have issued an unqualified opinion, dated January 10, 2008. As mentioned in note 2 (b), Brazilian accounting practices were altered as from January 1, 2008. The financial statements relating to the year ended December 31, 2007, presented in conjunction with those of 2008, were prepared in accordance with Brazilian accounting practices applicable through December 31, 2007 and, as permitted by Technical Pronouncement CPC 13 (Initial Adoption of Law 11,638/07 and of Provisional Measure No. 449/08), are not being represented with the adjustments for purposes of comparison between years.
8. The accompanying financial statements have been translated into English for the convenience of readers outside Brazil.

Rio de Janeiro, March 26, 2009

Original signed by:

DELOITTE TOUCHE TOHMATSU  
Auditores Independentes

José Carlos Monteiro  
Engagement Partner

(Convenience Translation into English from the Original Previously Issued in Portuguese)

### Aracruz Celulose S.A. and Subsidiaries

Balance Sheets as of December 31, 2008 and 2007

(In thousands of Brazilian reais - R\$)

Assets	Company		Consolidated		Liabilities and shareholders' equity	Company	
	2008	2007	2008	2007		2008	2007
<b>Current assets</b>	<b>Current liabilities</b>						
Cash and cash equivalents	2,028	2,045	20,126	21,553	Trade accounts payable	171,182	143,792
Cash investments			120,797	73,602	Loans and financing	459,004	166,608
Derivatives				6,053	Derivatives	76,525	
Short-term investments	827,885	713,582	862,030	779,266	Advances from subsidiary	21,093	44,701
Trade accounts receivable	650,769	205,928	654,433	604,835	Dividends/interest on capital	2,220	280,586
Inventories	272,815	196,330	677,859	485,034	Income tax and social contribution	80,433	28,928
Tax credits	264,490	239,343	370,431	289,312	Other	64,838	73,283
Advances to suppliers	1,723	4,052	2,422	4,973			
Other receivables	56,762	44,719	78,828	57,112		875,295	737,898
Other	15,752	21,232	34,520	36,332			
					<b>Noncurrent liabilities</b>		
	2,092,224	1,427,231	2,821,446	2,358,072	Loans and financing	5,287,523	2,230,553
					Derivatives	54,842	
<b>Noncurrent assets</b>					Advances from subsidiary	2,613,269	1,333,845

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<b>Long-term assets</b>					Deferred income tax and social contribution		
Long-term investments	6,315	6,112	6,315	6,112			301,597
Derivatives		52,605		52,605			
Accounts receivable	37,329	43,699	53,258	68,839		442,799	485,326
Advances to suppliers	264,645	242,603	292,979	265,214	Other	112,642	79,026
Subsidiaries	354	423					
						8,511,075	4,430,347
Deferred income tax and social contribution	309,952		842,847				
Tax credits	35,227	114,424	88,587	162,143			
Escrow deposits	12,218	11,896	21,147	17,764	<b>Minority interest</b>		
Other			2,144				
	666,040	471,762	1,307,277	572,677			
					<b>Shareholders equity</b>		
<b>Permanent Assets</b>					Capital	2,871,781	2,871,781
Investments	1,657,144	3,368,347	19,605	21,563	Capital reserve		162,209
Property, plant and equipment	5,862,272	5,134,178	7,663,244	6,768,949	Earnings reserves		2,378,239
Deferred charges		1,105		46,666	Accumulated losses	(1,915,197)	
Intangible assets	56,288	168,865	56,288	168,865	Treasury shares	(8,986)	(8,986)
	7,575,704	8,672,495	7,739,137	7,006,043		947,598	5,403,243
<b>Total assets</b>	<b>10,333,968</b>	<b>10,571,488</b>	<b>11,867,860</b>	<b>9,936,792</b>	<b>Total liabilities and shareholders equity</b>	<b>10,333,968</b>	<b>10,571,488</b>

The accompanying notes are an integral part of these financial statements.

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(Convenience Translation into English from the Original Previously Issued in Portuguese)

## Aracruz Celulose S.A. and Subsidiaries

### Statements of Operations

for the Years Ended December 31, 2008 and 2007

(In thousands of Brazilian reais R\$, except per share data)

	Company		Consolidated	
	2008	2007	2008	2007
<b>Gross sales</b>				
Foreign market	2,386,210	2,277,461	3,857,730	4,082,376
Domestic market	227,227	234,375	276,900	269,799
	2,613,437	2,511,836	4,134,630	4,352,175
Taxes and other sales deductions	(41,389)	(44,884)	(437,700)	(505,262)
Net sales	2,572,048	2,466,952	3,696,930	3,846,913
Cost of sales	(1,930,951)	(1,831,176)	(2,545,012)	(2,470,791)
<b>Gross profit</b>	<b>641,097</b>	<b>635,776</b>	<b>1,151,918</b>	<b>1,376,122</b>
<b>Operating expenses (income)</b>				
Selling	56,912	66,059	177,663	169,906
Administrative	106,275	101,915	138,485	128,229
Financial (Note 24)				
Expenses	1,942,171	25,305	1,641,709	185,553
Income	(208,003)	(78,574)	(412,682)	(16,084)
(Gains) losses on derivative transactions	1,586,653	(199,387)	4,695,569	(199,387)

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Equity in subsidiaries	1,902,472	(268,160)	1,958	1,322
Other expenses (income), net (Note 25)	234,667	41,336	262,234	75,524
	5,621,147	(311,506)	6,504,936	345,063
<b>Income (loss) from operations</b>	<b>(4,980,050)</b>	<b>947,282</b>	<b>(5,353,018)</b>	<b>1,031,059</b>
<b>Income (loss) before income tax and social contribution, minority interest and reversal of interest on capital</b>	<b>(4,980,050)</b>	<b>947,282</b>	<b>(5,353,018)</b>	<b>1,031,059</b>
Income tax and social contribution	554,475	(225,565)	988,096	(285,804)
<b>Income (loss) before minority interest and reversal of interest on capital</b>	<b>(4,425,575)</b>	<b>721,717</b>	<b>(4,364,922)</b>	<b>745,255</b>
Minority interest			(3,533)	(1,951)
<b>Income (loss) before reversal of interest on capital</b>	<b>(4,425,575)</b>	<b>721,717</b>	<b>(4,368,455)</b>	<b>743,304</b>
Reversal of interest on capital	155,000	298,900	155,000	298,900
<b>Net income (loss) for the year</b>	<b>(4,270,575)</b>	<b>1,020,617</b>	<b>(4,213,455)</b>	<b>1,042,204</b>
<b>Earnings (loss) per thousand shares R\$</b>	<b>(4,143.82)</b>	<b>990.33</b>		

The accompanying notes are an integral part of these financial statements.

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(Convenience Translation into English from the Original Previously Issued in Portuguese)

**Aracruz Celulose S.A. and Subsidiaries**

**Statements of Changes in Shareholders' Equity (Company)**

(In thousands of Brazilian reais R\$)

	Capital reserve		Earnings reserves		Retained earnings (accumulated losses)	Treasury shares	Total
	Capital	Tax incentives	Legal	Investment			
<b>As of December 31, 2006</b>	1,854,507	162,209	338,454	2,533,327		(8,986)	4,879,507
Net income					1,020,617		1,020,617
Recognition of reserves			51,031	470,686	(521,717)		
Capitalization of reserves	1,017,274			(1,017,274)			
Reversal of dividends				2,015			2,015
Proposed dividends and interest on capital proposed and prepaid (Note 17(b))					(498,900)		(498,900)
<b>As of December 31, 2007</b>	<b>2,871,781</b>	<b>162,209</b>	<b>389,485</b>	<b>1,988,754</b>		<b>(8,986)</b>	<b>5,403,243</b>
Prior year adjustment change in Criteria in conformity with Provisional Measure 449/08					(30,070)		(30,070)
Loss for the year					(4,270,575)		(4,270,575)
Use of reserves to absorb losses		(162,209)	(389,485)	(1,988,754)	2,540,448		
Interest on shareholders equity (Note 17 (b))					(155,000)		(155,000)
<b>As of December 31, 2008</b>	<b>2,871,781</b>				<b>(1,915,197)</b>	<b>(8,986)</b>	<b>947,598</b>

The accompanying notes are an integral part of these financial statements.

(Convenience Translation into English from the Original Previously Issued in Portuguese)

## Aracruz Celulose S.A. and Subsidiaries

### Statements of Cash Flows

for the Years Ended December 31, 2008 and 2007

(In thousands of Brazilian reais R\$)

	<b>Company</b>		<b>Consolidated</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
<b>Cash flows from operating activities</b>				
<b>Net income (loss) for the year</b>	(4,270,575)	1,020,617	(4,213,455)	1,042,204
Adjustments to reconcile net income (loss) to net cash provided by operating activities				
Depreciation, amortization, and depletion	596,779	555,613	696,569	661,758
Equity in subsidiaries	1,902,472	(268,160)	1,958	1,322
(Gains) losses on derivative transactions	1,756,305	(52,605)	4,727,457	(58,658)
Deferred income tax and social contribution	(611,549)	196,303	(1,051,512)	203,644
Inflation adjustment and exchange rate changes	1,396,181	(525,510)	917,513	(288,715)
Reserve for contingencies, net	34,258	121,635	33,635	133,195
Allowance for (reversal of) losses on tax credits	135,804	(104,925)	141,640	(84,425)
Net book value of permanent assets written off	(19,804)	5,001	3,866	9,045
<b>Decrease (increase) in assets</b>				
Short-term investments earned income	(74,442)	(35,649)	(66,997)	(17,510)
Accounts receivable	(371,573)	(219,061)	73,014	(183,521)
Inventories	(76,485)	16,800	(188,150)	13,059
Tax credits	(81,754)	9,845	(118,930)	9,148
Other	6,610	11,708	(1,430)	(2,174)
<b>Increase (decrease) in liabilities</b>				
Trade accounts payable	63,417	4,474	122,454	11,945
Advance from subsidiaries (includes interest)	675,151	881,469		
Interest on loans and financing	46,447	(9,690)	62,664	(22,906)
Income tax and social contribution	51,505	(28,770)	58,614	(25,838)
Reserve for contingencies	(77,051)	(80,321)	(77,563)	(81,752)
Other	(13,990)	21,756	(6,395)	22,808
<b>Net cash provided by operating activities</b>	<b>1,067,706</b>	<b>1,520,530</b>	<b>1,114,952</b>	<b>1,342,629</b>

The accompanying notes are an integral part of these financial statements.

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## Aracruz Celulose S.A. and Subsidiaries

### Statements of Cash Flows

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for the Years Ended December 31, 2008 and 2007  
(In thousands of Brazilian reais R\$)

	2008	Company 2007	2008	Consolidated 2007
<b>Cash flows from investing activities</b>				
Short- and long-term investments				
Additions	(234,208)	(196,329)	(371,357)	(208,714)
Redemptions	194,144	233,361	360,323	581,594
Permanent assets:				
Investments	(132,434)	(255,410)		
Property, plant and equipment	(1,218,255)	(1,040,042)	(1,426,640)	(1,194,223)
Acquisition of subsidiary less cash in the acquisitions	(73,215)		(73,215)	
Proceeds from sale of permanent assets	10,900	1,020	16,003	2,936
<b>Net cash used in investing activities</b>				
	(1,453,068)	(1,257,400)	(1,494,886)	(818,407)
<b>Cash flows from financing activities</b>				
Loans and financing				
Additions	2,002,303	2,412,247	2,003,553	2,418,347
Payments	(1,183,654)	(2,214,452)	(1,189,984)	(2,476,212)
Dividends/interest on capital	(433,366)	(461,432)	(433,366)	(461,432)
<b>Net cash provided by financing activities</b>				
	385,283	(263,637)	380,203	(519,297)
<b>Effects of exchange rate changes on cash and cash equivalents</b>	62	816	45,499	(13,679)
<b>Increase (decrease) in cash and cash equivalents, net</b>	(17)	309	45,768	(8,754)
Cash and cash equivalents at beginning of the year	2,045	1,736	95,155	103,909
Cash and cash equivalents at end of the year	2,028	2,045	140,923	95,155

The accompanying notes are an integral part of these financial statements.

(Convenience Translation into English from the Original Previously Issued in Portuguese)

**Aracruz Celulose S.A. and Subsidiaries**

**Statements of Value Added**  
for the Years Ended December 31, 2008 and 2007  
(In thousands of Brazilian reais R\$)

	2008	%	Company 2007	%
<b>Revenues</b>				
Sale of products and services	2,613,197		2,511,544	
Other revenues	61,372		41,663	
<b>Inputs purchased from third parties</b>				

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Cost of sales and services	(1,244,388)		(1,208,493)	
Materials, electric power, outside services and other	(323,294)		(218,518)	
<b>Gross value added</b>	<b>1,106,887</b>		<b>1,126,196</b>	
<b>Retentions</b>				
Depreciation, amortization, and depletion	(596,779)		(555,613)	
<b>Wealth created</b>	<b>510,108</b>		<b>570,583</b>	
<b>Wealth received in transfer</b>				
Financial income includes gains (losses) on derivatives and inflation and foreign exchange gains (losses)	(1,378,650)		277,960	
Equity in subsidiaries	(1,902,472)		268,160	
	(3,281,122)		546,120	
<b>Wealth for distribution (loss)</b>	<b>(2,771,014)</b>	<b>100</b>	<b>1,116,703</b>	<b>100</b>
<b>Distribution of wealth (loss)</b>				
<b>Employees</b>				
Salaries and wages	157,057	6	154,246	14
Benefits	70,585	3	80,157	7
Severance pay fund (FGTS)	11,229		9,935	1
<b>Taxes and contributions</b>				