

SAPPI LTD

Form 6-K

November 15, 2011

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 November, 2011

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, indicate 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 fourth quarter results ended September 2011, 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, December 15, 2004 and February 2, 2010 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 (and the factors that contribute to such cyclicity, such as levels of demand, production capacity, production, input costs including raw material, energy and employee costs, and pricing);
- the impact on the business of the global economic downturn;
- unanticipated production disruptions (including as a result of planned or unexpected power outages);
- changes in environmental, tax and other laws and regulations;
- adverse changes in the markets for our products;
- consequences of our leverage, 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 economy in the countries in which we operate or the effect of governmental efforts to address present or future economic or social problems;
- the impact of restructuring, investments, acquisitions and dispositions (including related financing), any delays, unexpected costs or other problems experienced in connection with dispositions or with integrating acquisitions and achieving expected savings and synergies; and

- currency fluctuations.

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.

4th
Quarter results
for the period ended
September 2011
Form S-8 Version

4th Quarter Results

Sappi works closely with customers, both direct and indirect, in over 100 countries to provide them with relevant and sustainable paper, paper-pulp and chemical cellulose products and related services and innovations.

Our market-leading range of paper products includes: coated fine papers used by printers, publishers and corporate end-users in the production of books, brochures, magazines, catalogues, direct mail and many other print applications; casting release papers used by suppliers to the fashion, textiles, automobile and household industries; and in our Southern African region, newsprint, uncoated graphic and business papers, premium-quality packaging papers, paper-grade pulp and chemical cellulose.

Our chemical cellulose products are used worldwide by converters to create viscose fibre, acetate tow, pharmaceutical products as well as a wide range of consumer products.

The pulp needed for our products is either produced within Sappi or bought from accredited suppliers. Across the group, Sappi is close to 'pulp neutral', meaning that we sell almost as much pulp as we buy.

1

Fourth Quarter Results

Quarter ended

Year ended

Sept 2011

Sept 2010 Jun 2011

Sept 2011

Sept 2010

Key figures: (US\$ million)

Sales

1,787

1,774 1,802

7,286

6,572

Operating (loss) profit

(88)

158 54

86

341

Special items – losses (gains)

(1)

168

(29) 6

318

(2)

Operating profit excluding special items

(2)

80

129 60

404

339

Basic (loss) earnings per share (US cents)

(24)

16 (13)

(45)

13

Key ratios: (%)

Operating (loss) profit to sales

(4.9)

8.9 3.0

1.2

5.2

Operating profit excluding special items

to sales

4.5

7.3 3.3

5.5

5.2

(1)

Refer to note 9 to the group results for details on special items.

(2)

Refer to note 9 to the group results for the reconciliation of operating profit excluding special items to segment operating (loss) profit.

Operating loss of US\$88 million (Q4 2010 Operating profit US\$158 million)

Operating profit excluding special items: US\$80 million, up 33% on Q3 2011 (Q4 2010 US\$129 million)

Cash generated from operating and investing activities: US\$279 million (Q4 2010 US\$238 million)

Strategic initiatives result in asset impairments and restructuring charges of US\$165 million

North American business and Southern African chemical cellulose business continued to perform strongly

High input costs continued to squeeze margins

Loss per share of 24 US cents (Q4 2010 EPS of 16 US cents)

Financial summary for the quarter

2

Fourth Quarter Results

Commentary on the quarter

The North American business and Southern African chemical cellulose business continued to perform well during the quarter. The European business generated positive operating profit excluding special items. In addition to the actions taken to improve the European business, we have announced actions to fix the Southern African paper business.

Conditions in many of our markets remained uncertain throughout the quarter. Although sales volumes were approximately 6% lower than the equivalent quarter last year, sales value increased slightly to US\$1.8 billion, largely as a result of currency movements. Input costs including wood, pulp, chemicals and energy were high for the quarter but did start declining during the quarter as economic growth slowed. The prices of these inputs were US\$50 million higher than the equivalent quarter last year.

Following a strategic review of our operations, investments and the implementation of a number of initiatives, we incurred impairment and restructuring charges in the quarter, details of which were announced during October 2011. These charges amounted to US\$165 million of the US\$168 million special items. Of this amount, US\$98 million related to non-cash items.

Operating profit excluding special items was US\$80 million for the quarter compared to US\$129 million in the equivalent quarter last year and US\$60 million in the quarter ended June 2011.

As a result of the impairment and restructuring charges in the quarter, the group incurred a net loss for the quarter. The loss per share for the quarter was 24 US cents (including a charge of 26 US cents in respect of special items) compared to earnings per share of 16 US cents (including a gain of 7 US cents in respect of special items) in the equivalent quarter last year.

Year ended September 2011 compared
to year ended September 2010

Sappi continued its improving trend in operating performance for 2011. Sales for the year increased 11%, almost entirely as a result of higher prices in US Dollar terms. The prices of our major inputs of wood, pulp, energy and chemicals were approximately US\$290 million higher than in 2010, which maintained pressure on margins in all of our businesses.

Operating profit excluding special items was US\$404 million for the year, up 19% compared to 2010. Special items were largely a result of the strategic actions we have undertaken and planned. Impairment and restructuring charges amounted to US\$302 million for the year, of which US\$167 million are non-cash charges. Special items included a further US\$16 million of unfavourable plantation fair value adjustments. Finance costs for the year were US\$307 million, of which US\$51 million relates to the cost of refinancing during the year.

After impairment and restructuring costs and once-off refinancing costs the net loss for the group was US\$232 million for the year. The loss per share was 45 US cents (including a charge of 65 US cents in respect of special items including financing items), compared to earnings per share of 13 US cents (including a gain of 4 US cents of special items including financing items) in 2010.

Cash flow and debt

Quarter

Net cash generated from operating and investing activities for the quarter was US\$279 million, compared to US\$238 million for the equivalent quarter last year. During the quarter, US\$266 million was generated from working capital. Capital expenditure increased to US\$103 million from US\$81 million in the equivalent quarter last year as a result of the commencement of the chemical cellulose investment at Ngodwana Mill.

3

Fourth Quarter Results

Year

Net cash generated from operating and investing activities for the full year was US\$163 million. This fell short of last year as a result of higher working capital (largely as a result of the cut-off effect of including an additional accounting week), increased capital expenditure and once-off refinancing costs.

During the year we successfully refinanced US\$1.1 billion of our debt in order to extend the maturities and reduce our finance costs. We also increased our revolving credit facility to €350 million (US\$468 million) and extended its maturity to 2016. During August, we implemented a three year €360 million trade receivables securitisation programme which replaced the previous short-term programme that was due to mature in December 2011.

At September 2011, we had liquidity comprising US\$639 million of cash on hand and the undrawn balance of €250 million (US\$335 million) of the committed revolving credit facility. We utilised US\$125 million of our cash shortly after the year end to repay debt.

Operating Review for the Quarter

Sappi Fine Paper

Quarter

Quarter

Quarter

ended

ended

ended

Sept 2011

Sept 2010

%

Jun 2011

US\$ million

US\$ million

change

US\$ million

Sales

1,337

1,327

1

1,350

Operating profit

22

87

(75)

28

Operating profit to sales (%)

1.6

6.6

–

2.1

Special items – losses (gains)

17

(11)

–

2

Operating profit excluding special items

39

76

(49)

30

Operating profit excluding special items
to sales (%)

2.9

5.7

–

2.2

Operating profit excluding special items for the global fine paper business improved compared to the quarter ended June 2011, but was well below the equivalent quarter last year. Prices of our major inputs of wood, pulp, energy and chemicals increased by approximately US\$24 million compared to the equivalent quarter last year, resulting in a significant margin squeeze.

4		
Fourth Quarter Results		
Europe		
Quarter		
Quarter		
Quarter		
ended		
ended	%	%
ended		
Sept 2011		
Sept 2010	change	
change		
Jun 2011		
US\$ million		
US\$ million		
(US\$)		
(Euro)		
US\$ million		
Sales		
942		
963		
(2)		
(11)		
979		
Operating (loss) profit		
(18)		
40	–	–
(4)		
Operating (loss) profit to sales (%)		
(1.9)		
4.2		
–		
–		
(0.4)		
Special items – losses (gains)		
23		
(6)		
–		
–		
2		
Operating profit (loss) excluding		
special items		
5		
34		
(85)		
(85)		
(2)		
Operating profit (loss) excluding		
special items to sales (%)		
0.5		
3.5		

—

—

(0.2)

Demand was sluggish partly as a result of market uncertainty.

Sales volumes for the quarter were approximately 5% below the equivalent quarter last year, reflecting the weaker market experienced in the second half of our financial year. Sales volumes for the full year were at the same level as the previous year.

Average prices realised for the quarter were similar to the equivalent quarter last year and to the quarter ended June 2011.

Prices in our export markets were impacted by the supply/demand imbalance created by major start-ups of coated paper capacity in China in recent months. Raw material prices, particularly for chemicals, energy and pulp, remained high during the quarter. The benefits of our variable cost reduction programme started to impact costs towards the end of the quarter.

The closure of the Biberist Mill in Switzerland was completed in August 2011. As a result of strong support from our customers, the transfer of the order book to our other mills was successful. Going forward, we expect savings of US\$100 million per annum as a result of the closure of the Biberist Mill as well as other fixed and variable cost savings initiatives in Europe.

5

Fourth Quarter Results

North America

Quarter

Quarter

Quarter

ended

ended

ended

Sept 2011

Sept 2010

%

Jun 2011

US\$ million

US\$ million

change

US\$ million

Sales

395

364

9

371

Operating profit

40

47 (15)

32

Operating profit to sales (%)

10.1

12.9

-

8.6

Special items – gains

(6)

(5) 20

-

Operating profit excluding special items

34

42 (19)

32

Operating profit excluding special items

to sales (%)

8.6

11.5

-

8.6

The business continued to perform strongly. Despite weaker industry conditions, our sales volumes improved 8% compared to the equivalent quarter last year, driven by coated paper and pulp.

Average prices realised for coated paper were approximately 6% higher than a year ago and similar to the quarter ended June 2011. Hardwood pulp prices, however, were approximately 12% below a year ago.

Raw material prices, including wood, energy and chemicals, remained at high levels for the quarter.

6		
Fourth Quarter Results		
Sappi Southern Africa		
Quarter		
Quarter		
Quarter		
ended		
ended	%	%
ended		
Sept 2011		
Sept 2010	change	
change		
Jun 2011		
US\$ million		
US\$ million		
(US\$)		
(Rand)		
US\$ million		
Sales		
450		
447		
1	(2)	
452		
Operating (loss) profit		
(64)		
84		
–		
–		
22		
Operating (loss) profit to sales (%)		
(14.2)		
18.8		
–		
–		
4.9		
Special items – losses (gains)		
105		
(26)	–	–
4		
Operating profit excluding		
special items		
41		
58		
(29)		
(31)		
26		
Operating profit excluding special		
items to sales (%)		
9.1		
13.0		
–		

—

5.8

The business' performance for the quarter was significantly impacted by the industry-wide wage-related strike of about three weeks in July.

The chemical cellulose business continued to perform well. Global demand showed some signs of softening largely as a result of lower growth in China. We, however, sold a record 190,000 tons of chemical cellulose during the quarter.

In the domestic market, sales volumes were significantly below the equivalent quarter last year, but started improving during September partly as a result of reduced competition from imports caused by the weakening of the Rand relative to the US Dollar.

All of the region's operating profit excluding special items for the quarter was contributed by the chemical cellulose business, with the paper business recording a loss.

We took substantial impairment and restructuring charges during the quarter in respect of initiatives which are underway to reposition the paper business to better meet market requirements, to improve efficiencies and to reduce costs. These amounted to US\$99 million, of which US\$56 million are non-cash costs.

Good progress has been made on the Ngodwana Mill chemical cellulose conversion project, which is on track to start up in early calendar 2013.

7

Fourth Quarter Results

Outlook

Market conditions remain uncertain, making it difficult to forecast demand globally. Industry demand levels have softened in all our major markets. We are experiencing reasonable demand for graphic paper in North America and somewhat slower demand in Europe; however, the supply/demand balance in many of our export markets has been affected by the significant new paper capacity commissioned in China during the past six months.

Pulp prices have declined, partly as a result of weaker demand from China, but remain above historical average levels. The group as a whole sells slightly more pulp than it purchases and is therefore generally neutral to pulp prices. Our European business is a net purchaser and North America and South Africa are net sellers of pulp.

We expect the chemical cellulose business to continue to perform well, albeit with slightly lower prices in US Dollar terms.

The board has approved an additional investment in chemical cellulose. We will invest approximately US\$170 million to convert the Cloquet Mill pulp mill (North America) to produce 330,000 tons of low cost, high quality chemical cellulose. We expect the conversion to be commissioned during 2013. This investment, together with the Ngodwana Mill conversion will increase total group chemical cellulose capacity to over 1.3 million metric tons, further entrenching Sappi's leading position in this business. The volatility of currencies adds to the difficulty of forecasting. Sappi is very sensitive to the value of the Rand/US Dollar exchange rate. Other things being equal, a 10% weakening of the Rand adds approximately US\$60 million to the group's operating profit. The recent weakening of the Rand to the US Dollar is therefore favourable to Sappi.

There has been some relief from high input costs but they remain at historically high levels.

We will start benefiting from our European initiatives from the beginning of the new financial year. These include the closure of Biberist Mill which was completed in August 2011, and further fixed cost and variable cost saving actions, which together are expected to result in benefits of US\$100 million per annum.

We do not expect any significant benefits from the Southern African restructuring until the second half of the 2012 financial year.

We expect net cash generation to remain positive for the year ahead, after increasing our capital expenditure on strategic investments. We expect our finance costs to be lower following our refinancing during 2011 and intend to continue to reduce our financing costs including through refinancing our existing higher cost debt, such as our 2014 bonds.

Provided there is no further major deterioration in global market conditions, we expect to continue the past two years' trend in improving operating performance and to achieve a net profit for the full year of 2012.

We are confident that the actions we have taken and those planned will position the group well for the future, resulting in growth and improved returns for the group.

On behalf of the board

R J Boëttger

M R Thompson

Director

Director

10 November 2011

sappi limited

(Registration number 1936/008963/06)

Issuer Code: SAVVI

JSE Code: SAP

ISIN: ZAE000006284

8	
Fourth Quarter Results	
Condensed group income statement	
Quarter	
Quarter	
Year	
Year	
ended	
ended	
ended	
ended	
Sept 2011	
Sept 2010	
Sept 2011	
Sept 2010	
Note	
US\$ million	
US\$ million	
US\$ million	
US\$ million	
Sales	
1,787	
1,774	
7,286	
6,572	
Cost of sales	
1,582	
1,498	
6,454	
5,786	
Gross profit	
205	
276	
832	
786	
Selling, general and administrative expenses	
126	
119	
454	
448	
Other operating expenses	
167	
1	
298	
10	
Share of profit from associates and joint ventures	
-	
(2)	
(6)	
(13)	

Operating (loss) profit 2	
(88)	
158	
86	
341	
Net finance costs	
56	
63	
307	
255	
Net interest	
60	
67	
336	
293	
Net foreign exchange gains	
(3)	
(1)	
(13)	
(17)	
Net fair value gains on financial instruments	
(1)	
(3)	
(16)	
(21)	
(Loss) profit before taxation	
(144)	
95	
(221)	
86	
Taxation	
(17)	
11	
11	
20	
Current	
2	
(7)	
14	
(6)	
Deferred	
(19)	
18	
(3)	
26	
(Loss) profit for the period	
(127)	
84	
(232)	
66	
Basic (loss) earnings per share (US cents)	

(24)
16
(45)
13
Weighted average number of shares
in issue (millions)
520.4
519.5
519.9
516.7
Diluted basic (loss) earnings per share
(US cents)
(24)
16
(45)
13
Weighted average number of shares on fully
diluted basis (millions)
520.4
524.0
519.9
520.8
Condensed group statement of comprehensive income
Quarter
Quarter
Year
Year
ended
ended
ended
ended
ended
Sept 2011
Sept 2010
Sept 2011
Sept 2010
US\$ million
US\$ million
US\$ million
US\$ million
(Loss) profit for the period
(127)
84
(232)
66
Other comprehensive (loss) income, net of tax
(285)
86
(205)
8
Exchange differences on translation of
foreign operations

(214)
121
(151)
52
Actuarial losses in post-employment benefits
(59)
(71)
(59)
(71)
Movements in hedging reserves
(12)
23
6
14
Movement on available for sale financial assets
2
2
2
2
Deferred tax effects on above
(2)
11
(3)
11
Total comprehensive (loss) income
for the period
(412)
170
(437)
74

9
Fourth Quarter Results
Condensed group balance sheet
Sept 2011
Sept 2010
US\$ million
US\$ million
ASSETS
Non-current assets
4,085
4,653
Property, plant and equipment
3,235
3,660
Plantations
580
687
Deferred taxation
45
53
Other non-current assets
225
253
Current assets
2,223
2,531
Inventories
750
836
Trade and other receivables
834
903
Cash and cash equivalents
639
792
Total assets
6,308
7,184
EQUITY AND LIABILITIES
Shareholders' equity
Ordinary shareholders' interest
1,478
1,896
Non-current liabilities
3,178
3,249
Interest-bearing borrowings
2,289
2,317
Deferred taxation
336

386	
Other non-current liabilities	
553	
546	
Current liabilities	
1,652	
2,039	
Interest-bearing borrowings	
449	
691	
Bank overdraft	
1	
5	
Other current liabilities	
1,182	
1,307	
Taxation payable	
20	
36	
Total equity and liabilities	
6,308	
7,184	
Number of shares in issue at balance sheet date (millions)	
520.5	
519.5	

10

Fourth Quarter Results

Condensed group statement of cash flows

Quarter

Quarter

Year

Year

ended

ended

ended

ended

Sept 2011

Sept 2010

Sept 2011

Sept 2010

US\$ million

US\$ million

US\$ million

US\$ million

(Loss) profit for the period

(127)

84

(232)

66

Adjustment for:

Depreciation, fellings and amortisation

121

119

499

484

Taxation

(17)

11

11

20

Net finance costs

56

63

307

255

Defined post-employment benefits

(20)

(25)

(70)

(73)

Plantation fair value adjustment

(21)

(48)

(65)

(98)

Impairments (reversals) of assets and investments	98
	(8)
	167
	(20)
Restructuring provisions	67
	–
	135
	46
Black Economic Empowerment charge	2
	–
	5
	23
Other non-cash items	24
	(14)
	41
	34
Cash generated from operations	183
	182
	798
	737
Movement in working capital	266
	181
	(98)
	(5)
Net finance costs paid	(62)
	(66)
	(256)
	(194)
Taxation paid	(7)
	(1)
	(38)
	(9)
Cash retained from operating activities	380
	296
	406
	529
Cash utilised in investing activities	(101)
	(58)
	(243)
	(188)

Net cash generated	
279	
238	
163	
341	
Cash effects of financing activities	
68	
(12)	
(296)	
(256)	
Net movement in cash and cash equivalents	
347	
226	
(133)	
85	
Condensed group statement of changes in equity	
Year	
Year	
ended	
ended	
Sept 2011	
Sept 2010	
US\$ million	
US\$ million	
Balance – beginning of year	
1,896	
1,794	
Total comprehensive (loss) income for the year	
(437)	
74	
Issue of new shares	
–	
17	
Transfers from (to) the share purchase trust	
6	
(6)	
Transfers of vested share options	
(7)	
–	
Share-based payment reserve	
20	
17	
Balance – end of year	
1,478	
1,896	

11

Fourth Quarter Results

Notes to the condensed group results

1. Basis of preparation

The condensed financial information has been prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board, the AC 500 standards issued by the Accounting Practices Board and the information required by IAS 34 "Interim Financial Reporting". They are based on appropriate accounting policies which have been consistently applied with those applied in the financial statements for the year ended September 2010 and which are supported by reasonable and prudent judgements, including those involving estimations.

The fiscal year ended September 2011 consists of 53 weeks compared to the prior fiscal year which consisted of 52 weeks.

The preparation of this condensed consolidated financial information was supervised by the Chief Financial Officer, M R Thompson CA(SA)

(1)

.

The results are unaudited.

(1)

This disclosure is in terms of the Companies Act No. 71 of 2008.

Quarter

Quarter

Year

Year

ended

ended

ended

ended

Sept 2011

Sept 2010

Sept 2011

Sept 2010

US\$ million

US\$ million

US\$ million

US\$ million

2. Operating (loss) profit

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

Depreciation and amortisation

103

98

417

413

Fair value adjustment on plantations

(included in cost of sales)

Changes in volume

Fellings

18

21

82

71
Growth