

SAPPI LTD  
Form S-8 POS  
September 30, 2013

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

POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-121300

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8  
REGISTRATION STATEMENT NO. 333-130552**

UNDER THE SECURITIES ACT OF 1933

SAPPI LIMITED

(Exact name of registrant as specified in its charter)

Republic of South Africa

None

(State or other jurisdiction of incorporation or  
organization)

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

48 Ameshoff Street  
Braamfontein  
Johannesburg 2001  
Republic of South Africa

(Address of Principal Executive Offices)

(Zip Code)

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

Sarah Manchester, Esq.  
Sappi Fine Paper North America  
255 State Street  
Boston, Massachusetts 02109  
(Name and address of agent for service)

(617) 423-7300  
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller 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 ☒ x

Accelerated filer ☐ o

Smaller reporting company ☐ o

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

DEREGISTRATION OF UNSOLD SECURITIES

This post-effective amendment relates to (i) the Registration Statement No. 333-121300 filed on December 15, 2004 on Form S-8, registering 250,000 ordinary shares, and (ii) the Registration Statement No. 333-130552 filed on December 21, 2005 on Form S-8, registering 5,000,000 ordinary shares, each such ordinary share to be offered pursuant to the Sappi Limited Performance Share Incentive Plan (the "Registration Statements").

On September 9, 2013, Sappi Limited announced its intention to delist its American Depositary Shares and its underlying ordinary shares from the New York Stock Exchange and that this delisting would be followed by an application to deregister and terminate its reporting obligations under the Securities and Exchange Act of 1934, as amended. This post-effective amendment hereby terminates the Registration Statements and removes from registration all of the securities registered thereby which remain unsold as of the date hereof. As of the date hereof, Sappi Limited estimates that approximately 155,110 of the aggregate 5,250,000 ordinary shares registered on the Registration Statements in connection with the Sappi Limited Share Performance Share Incentive Plan remain unsold.

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 post-effective amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Johannesburg, South Africa, on September 30, 2013.

SAPPI LIMITED,

By: /s/ M. van Hoven

Name: M. van Hoven

Title: Group Head Strategy & Legal

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on September 30, 2013.

/s/ R. J. Boëttger  
R. J. Boëttger  
Chief Executive Officer : Director

/s/ S. Manchester  
S. Manchester  
Authorized U.S. Representative, Sappi  
North America Vice President, Human  
Resources and General Counsel

/s/ D. C. Cronjé  
D. C. Cronjé  
Chairman : Director

/s/ L. J. Newman  
L. J. Newman  
Principal Accounting Officer, Group  
Financial Controller

G. P. F. Beurskens  
Director

/s/ S. R. Binnie  
S. R. Binnie  
Chief Financial Officer : Director

/s/ R. J. DeKoch  
R. J. DeKoch  
Director

/s/ M. A. Fallon  
M. A. Fallon  
Director

/s/ D. Konar  
D. Konar  
Director

/s/ N. P. Mageza  
N. P. Mageza  
Director

/s/ J. D. McKenzie  
J. D. McKenzie  
Director

/s/ M. V. Moosa  
M. V. Moosa  
Director

/s/ K. R. Osar

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K. R. Osar  
Director

B. Radebe  
Director

A. N. R. Rudd  
Director

/s/ R. Thummer  
R. Thummer  
Director