

SASOL LTD
Form 8-A12B
September 27, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Sasol Limited

(Exact Name of Registrant as Specified in its Charter)

The Republic of South Africa

(State or Other Jurisdiction of Incorporation or Organization)

Not Applicable

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

**Sasol Place
50 Katherine Street
Sandton, 2196
South Africa**

Tel: +27 10 344 5000

(Address of Principal Executive Offices)

Not Applicable

(Zip Code)

Sasol Financing USA LLC

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

Not Applicable

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

**12120 Wickchester Lane
Houston
Texas 77079
USA**

Tel: +1 281-588-3000

(Address of Principal Executive Offices)

Not Applicable

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. O

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Securities Act registration statement file number to which this form relates: **333-227263 and 333-227263-01**

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class to be so Registered | Name of Each Exchange on Which Each Class is to be Registered |
|---|--|
| 5.875% Notes due 2024 fully and unconditionally guaranteed by Sasol Limited | New York Stock Exchange |
| 6.500% Notes due 2028 fully and unconditionally guaranteed by Sasol Limited | New York Stock Exchange |

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Item 1: Description of Registrant's Securities to be Registered

For a description of the securities to be registered hereunder, reference is made to the information under the heading "Description of Debt Securities" on pages 4 through 22 of the Prospectus dated September 10, 2018, included in the Registration Statement on Form F-3 of Sasol Financing USA LLC (the "Company") and Sasol Limited (the "Guarantor"), filed on September 10, 2018 (Registration Nos. 333-227263 and 333-227263-01), as supplemented by the information under the headings "Risk Factors" "Risks relating to an investment in our notes" and "Description of Notes" on pages S-36 through S-39 and S-43 through S-55, respectively, of the related Prospectus Supplement, dated September 20, 2018, which information is incorporated by reference and made part of the registration statement in its entirety.

Item 2: Exhibits

99(A). Form of Global Note for guaranteed debt securities issued by the Company and guaranteed by the Guarantor, incorporated by reference to Exhibit 4.2 to the Registration Statement on Form F-3 of the Company and the Guarantor filed on September 10, 2018 (Registration Nos. 333-227263 and 333-227263-01).

99(B). Form of Indenture for guaranteed debt securities among the Company, the Guarantor and Citibank, N.A., incorporated by reference to Exhibit 4.1 to the Registration Statement on Form F-3 of the Company and the Guarantor filed on September 10, 2018 (Registration No. 333-227263 and 333-227263-01).

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, each of the Registrants has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Sasol Limited
(Registrant)

By: /s/ Paul Victor
Name: Paul Victor
Title: Chief Financial Officer

Sasol Financing USA LLC
(Registrant)

By: /s/ Paul Victor
Name: Paul Victor
Title: Authorized Signatory

Date: September 27, 2018