

SASOL LTD
Form F-6
April 26, 2019

As filed with the U.S. Securities and Exchange Commission on April 26, 2019

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

Sasol Limited

(Exact name of issuer of deposited securities as specified in its charter)

n/a

(Translation of issuer's name into English)

South Africa

(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.

(Exact name of depositary as specified in its charter)

383 Madison Avenue, Floor 11, New York, New York 10179

Telephone (800) 990-1135

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

Puglisi & Associates

850 Library Avenue, Suite 204

Newark, Delaware 19711

Telephone: (302) 738-6680

(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

**Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP**

570 Lexington Avenue, Suite 2405

New York, New York 10022

(212) 319-7600

It is proposed that this filing become effective under Rule 466

immediately upon filing
on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of each class of | Amount to be registered | Proposed maximum aggregate price per unit ⁽¹⁾ | Proposed maximum aggregate offering price ⁽²⁾ | Amount of registration fee |
|---|----------------------------------|--|--|----------------------------------|
| Securities to be registered | 100,000,000 | \$0.05 | \$5,000,000 | \$606 |
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one ordinary share of Sasol Limited | American Depositary Shares | | | |

(1) Each unit represents one American Depositary Share.

Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is (2) computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

PART I

INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR" or "American Depositary Receipt") included as Exhibit A to the Further Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement, which is incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

CROSS REFERENCE SHEET

| <u>Item Number and Caption</u> | <u>Location in Form of American Depositary Receipt Filed Herewith as Prospectus</u> |
|--|---|
| (1) Name and address of Depositary | Introductory paragraph and bottom of face of American Depositary Receipt |
| (2) Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt, top center |
| Terms of Deposit: | |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt, upper right corner |
| (ii) Procedure for voting, if any, the deposited securities | Paragraph (12) |
| (iii) Collection and distribution of dividends | Paragraphs (4), (5), (7) and (10) |
| (iv) Transmission of notices, reports and proxy soliciting material | Paragraphs (3), (8) and (12) |
| (v) Sale or exercise of rights | Paragraphs (4), (5) and (10) |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (4), (5), (10) and (13) |
| (vii) | Paragraphs (16) and (17) |

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Amendment, extension or termination of the Deposit Agreement

- (viii) Rights of holders of ADRs to inspect the transfer books of the Depository and the list of Holders of ADRs Paragraph (3)
- (ix) Restrictions upon the right to deposit or withdraw the underlying securities Paragraphs (1), (2), (4), and (5)
- (x) Limitation upon the liability of the Depository Paragraph (14)
- (3) Fees and Charges Paragraph (7)

Item 2. AVAILABLE INFORMATION

| <u>Item Number and Caption</u> | <u>Location in Form of American Depositary Receipt Filed Herewith as Prospectus</u> |
|------------------------------------|---|
|------------------------------------|---|

| | |
|---|---------------|
| (b) Statement that Sasol Limited is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly files certain reports with the Securities and Exchange Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied through the EDGAR system or at public reference facilities maintained by the Securities and Exchange Commission in Washington, D.C. | Paragraph (8) |
|---|---------------|

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) **Form of Deposit Agreement.** Form of Further Amended and Restated Deposit Agreement dated as of _____, 2019 among Sasol Limited, JPMorgan Chase Bank, N.A., as depository (the "Depository"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"), including the Form of American Depositary Receipt, is filed herewith as Exhibit (a).
- (b) **Any other agreement to which the Depository is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby.** Not Applicable.
- (c) **Every material contract relating to the deposited securities between the Depository and the issuer of the deposited securities in effect at any time within the last three years.** Not Applicable.
- (d) **Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depository, as to the legality of the securities being registered.** Filed herewith as Exhibit (d).
- (e) **Certification under Rule 466.** Not applicable.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. Set forth on the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depository hereby undertakes to make available at the principal office of the Depository in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depository as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depository undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver

promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on April 26, 2019.

Legal entity created by the form of Deposit Agreement for the issuance of ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/ Timothy E. Green

Name: Timothy E. Green

Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Sasol Limited certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on April 26, 2019.

Sasol Limited

By: /s/ Bongani Nqwababa
Name: Bongani Nqwababa
Executive Director and Joint President and
Title:
Chief Executive Officer

POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Bongani Nqwababa and Stephen Cornell, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Under the requirements of the Securities Act, this Registration Statement has been signed by the following persons on April 26, 2019, in the capacities indicated.

| <u>Signature</u> | <u>Title</u> |
|--|--|
| /s/ Mandla Gantsho MANDLA GANTSHO | Independent non-Executive Director and Chairman |
| /s/ Bongani Nqwababa BONGANI NQWABABA | Executive Director and Joint President and Chief Executive Officer (co-principal executive officer) |
| /s/ Stephen Cornell STEPHEN CORNELL | Executive Director and Joint President and Chief Executive Officer (co-principal executive officer) |

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| | |
|--|---|
| /s/ Paul Victor PAUL VICTOR | Director and Chief Financial Officer (principal financial and accounting officer) |
| /s/ Colin Beggs COLIN BEGGS | Independent Non-Executive Director |
| /s/ Manuel Cuambe MANUEL CUAMBE | Independent Non-Executive Director |
| /s/ Nomgando Matyumza NOMGANDO MATYUMZA | Independent Non-Executive Director |
| /s/ Moses Mkhize MOSES MKHIZE | Independent Non-Executive Director |
| /s/ JJ Njeke JJ NJEKE | Independent Non-Executive Director |
| /s/ Peter Robertson PETER ROBERTSON | Independent Non-Executive Director |
| /s/ Stephen Westwell STEPHEN WESTWELL | Independent Non-Executive Director |
| /s/ Trix Kennealy TRIX KENNEALY | Independent Non-Executive Director |
| /s/ Mpho Nkeli MPHO NKELI | Independent Non-Executive Director |

/s/ Muriel Dube Independent Non-Executive Director
MURIEL DUBE

/s/ Martina Flöel Independent Non-Executive Director
MARTINA FLÖEL

SIGNATURES

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Sasol Limited, has signed this Registration Statement in Newark, Delaware, on April 26, 2019.

Authorized U.S. Representative

By: /s/ Gregory F. Lavelle

Name: Gregory F. Lavelle

Title: Managing Director, Puglisi & Associates

INDEX TO EXHIBITS

Exhibit

Number

- (a) Form of Deposit Agreement.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities to be registered.