

METSO CORP
Form 6-K
September 05, 2007

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

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

September 4, 2007

Commission file number 1-14400

Metso Corporation

(Translation of registrant's name into English)

Fabianinkatu 9 A,

P.O. Box 1220

FI-00101

Helsinki, Finland

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 whether the registrant by furnishing the information contained in this Form 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 12g-3-2(b): 82-

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SIGNATURES

Date September 4, 2007

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf of the undersigned, thereunto duly authorized.

Name:

Olli Vaartimo
Executive Vice President and CFO
Metso Corporation

Aleksanteri Lebedeff
Senior Vice President,
General Counsel
Metso Corporation

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Metso seeks to terminate registration of its securities under Section 12(g) of the U.S. Securities Exchange Act of 1934 (the Exchange Act) and terminate its reporting obligations under Section 13(a) and Section 15(d) of the Exchange Act

(Helsinki, Finland, September 4, 2007) Metso Corporation (NYSE: MX; OMXH: MEO1V)

Metso Corporation announced on July 26, 2007 that its Board of Directors decided to apply for delisting of Metso's American Depositary Shares (the ADSs), each representing one ordinary share, from the New York Stock Exchange (the NYSE) in the United States, and pursuant to the newly-adopted Rule 12h-6 under the U.S. Securities Exchange Act of 1934 (the Exchange Act) deregister and terminate Metso's reporting obligations under the Exchange Act regarding both its ADSs and SEC-registered debt securities. However, Metso plans to maintain its American Depositary Receipt (ADR) facility, and following the delisting Metso's ADSs are expected to be traded over-the-counter (OTC) in the United States. Metso's ordinary shares will continue to trade on the Helsinki Stock Exchange. Metso's SEC-registered debt securities are not listed. This notice is being published pursuant to the requirements of Rule 12h-6(h) of the Exchange Act in order to alert U.S. investors who have purchased Metso's securities about Metso's intended exit from the Exchange Act registration and reporting system.

Metso's Board of Directors authorized this action based on its assessment that the reasons why the listing was originally sought in mid 1990's are no longer valid since the capital markets have become more global. All investors of the ordinary shares and ADSs of Metso are accorded protection by Metso's continued compliance with the rules of the Helsinki Stock Exchange and other Finnish regulations.

Metso expects to complete the delisting and deregistration process during 2007. Metso intends to file a Form 25 with the SEC on September 4 to terminate its Section 12(b) registration under the Exchange Act and to delist from the NYSE. Such delisting will automatically take effect 10 days later. Metso also intends to file a Form 15F with the SEC on or about September 14 to terminate its Section 12(g) registration and Section 13(a) and Section 15(d) reporting obligations under the Exchange Act. Upon the filing of Form 15F, Metso's reporting obligations under the Exchange Act are immediately suspended and a 90-day waiting period is triggered during which time the SEC could object to the filing. At the end of the 90-day waiting period, such suspension becomes a termination, provided that the SEC does not raise objections or the Form 15F is not earlier withdrawn by Metso. Metso reserves the right to delay the filing of the Form 15F or withdraw the Form 15F for any reason prior to its effectiveness.

In any case, Metso intends to continue voluntary SEC reporting until December 2007 when its outstanding SEC-registered U.S. bond matures. From the termination of reporting obligations onwards, Metso will continue to publish in English on its website (www.metso.com) materials that are required to be made public pursuant to Finnish law, or required to be publicly filed with its primary trading market or required to be distributed to security holders.

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Metso has not arranged for the listing of its ADSs or ordinary shares on another U.S. national securities exchange or for the quotation of its ordinary shares in a quotation medium in the United States. However, Metso intends to maintain its ADR facility relating to the ADSs with the Bank of New York and intends to amend its Deposit Agreement with the Bank of New York to reflect the deregistration. Following the delisting, Metso's ADSs are expected to be traded OTC in the United States.

Metso is a global engineering and technology corporation with 2006 net sales of approximately EUR 5 billion. Its 26,000 employees in more than 50 countries serve customers in the pulp and paper industry, rock and minerals processing, the energy industry and selected other industries.

www.metso.com

Further information for the press, please contact:

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Further information for investors, please contact:

Johanna Sintonen, Vice President, Investor Relations, Metso Corporation, tel. +358 20 484 3253

or

USA: Mike Phillips, Senior Vice President, Finance and Administration, Metso USA, Inc., tel. +1 770 246 7237.

It should be noted that certain statements herein which are not historical facts, including, without limitation, those regarding expectations for general economic development and the market situation, expectations for customer industry profitability and investment willingness, expectations for company growth, development and profitability and the realization of synergy benefits and cost savings, and statements preceded by expects, estimates, forecasts or similar expressions, are forward-looking statements. These statements are based on current decisions and plans and currently known factors. They involve risks and uncertainties which may cause the actual results to materially differ from the results currently expected by the company.

Such factors include, but are not limited to:

- (1) general economic conditions, including fluctuations in exchange rates and interest levels which influence the operating environment and profitability of customers and thereby the orders received by the company and their margins
- (2) the competitive situation, especially significant technological solutions developed by competitors
- (3) the company's own operating conditions, such as the success of production, product development and project management and their continuous development and improvement
- (4) the success of pending and future acquisitions and restructuring.