Ship Finance International LTD
Form 6-K
December 02, 2008

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of December 2008

Commission File Number: 001-32199

Ship Finance International Limited
(Translation of registrant's name into English)

Par-la-Ville Place, 14 Par-la-Ville Road, Hamilton, HM 08, Bermuda
(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 [X] 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: ___

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

Attached as Exhibit 1 is a copy of the press release of Ship Finance International Limited (the "Company"), dated November 28, 2008, announcing the Company's financial results for the third quarter of 2008.

Exhibit 1

Ship Finance International Limited (NYSE: SFL) - Earnings Release

Reports third quarter 2008 results and increased quarterly dividend of $0.60 per share

Hamilton, Bermuda, November 28, 2008. Ship Finance International Limited ("Ship Finance" or the "Company") today announced its financial results for the quarter ended September 30, 2008.

Highlights

- Declared an increased quarterly cash dividend of $0.60 per share. The Company has now declared stable or increasing dividends for 19 consecutive quarters.

- Reported net income for the quarter of $47.4 million, or $0.65 per share, including profit share of $28.5 million, or $0.39 per share, and a $10.4 million, or $0.14 per share, non-cash negative adjustment in mark-to-market of swaps.

    - The ultra-deepwater drillship West Polaris was delivered in July 2008 and commenced its 15-year bareboat charter to Seadrill Limited ("Seadrill").

- Announced the sale of two newbuilding Suezmax tankers for a record $111 million per vessel. The transaction is expected to generate a book profit of approximately $68 million, or $34 million per vessel, to be recognized at delivery of the vessels in 2009.

- Announced the $1.7 billion acquisition of two ultra-deepwater drilling rigs in combination with 15-year bareboat charters to Seadrill. The drilling rigs were delivered to Ship Finance in November 2008.

    - The second of two 17,000 dwt chemical tanker newbuildings was delivered in October 2008 and commenced its 10-year bareboat charter to Bryggen Shipping & Trading AS ("Bryggen").

Dividends and Results for the Quarter ended September 30, 2008

The Board of Directors has declared a quarterly cash dividend of $0.60 per share. The dividend will be paid on or about January 7, 2009 to shareholders of record as of December 23, 2008. The ex-dividend date will be December 19, 2008.

The Company reported total operating revenues of $114.3 million, or $1.57 per share, in the third quarter. Net operating income for the quarter was $80.3 million, or $1.10 per share, and net income was $47.4 million, or $0.65 per share.

As the majority of the Company's assets are accounted for as finance leases, a significant portion of the charter hire is classified as 'Repayment of investment in finance leases' and is deducted from the revenues in the Company's Income Statement. For the third quarter, this amounted to $46.6 million or $0.64 per share.

Under US GAAP, the drillship West Polaris and the Panamax dry bulk vessel Golden Shadow are accounted for as investment in associates. Consequently, the 'net income' from these 100% owned vessel owning subsidiaries are recognized in the consolidated income statement of Ship Finance as 'results in associate'.

The profit share accrued in the third quarter was $28.5 million, or $0.39 per share, compared to $33.1 million, or $0.46 per share, in the second quarter.

There was a $10.4 million, or $0.14 per share, negative adjustment in mark-to-market of swaps in the third quarter, compared to a $3.2 million, or $0.04 per share, positive adjustment in the second quarter.

Liquidity and Capital Expenditure

As of September 30, 2008, the Company had $118.7 million in free cash.

The accrued profit share year to date 2008 is $95.3 million, of which $60 million has been paid to Ship Finance in November 2008. The remaining $35.3 million plus profit share that may accrue in 4Q-2008 is payable in the first quarter of 2009. Subsequent to the quarter end, the Company has arranged a new secured loan facility with net proceeds of approximately $72 million.

The Company's capital commitments relating to newbuildings and acquisitions are estimated as follows:

Period:	4Q-2008	2009	2010	Total
Gross investment	$1,720 mill.	$581 mill.	$98 mill.	$2,399 mill.
Committed financing	$(1,540) mill.	$(380) mill.	-	$(1,920) mill.
Contracted sale of vessels*	-	$(217) mill.	-	$(217) mill.
Net investment	$180 mill.	$(16) mill.	$98 mill.	$262 mill.

* net of commissions

All investments in 4Q-2008 have been completed and the committed financings have been drawn. The investments in 2009 include a $250 million payment to Seadrill covering the final payment of West Taurus which is fully covered by a committed financing. Further investments in 2009 include two dry bulk carriers we have agreed to acquire from subsidiaries of Golden Ocean Group Limited and yard installments on our newbuildings. The investments in 2010 are related to the remaining installments on our container newbuildings and are expected to be financed with debt. The delivery dates for vessels under construction may be adjusted, which in turn may impact the timing of our investments.

Business Update

As of September 30, 2008, and including recently announced transactions, the gross fixed-rate charter backlog is in excess of $8.5 billion, with average remaining charter term of 10.1 years, or 13.7 years if weighted by charter revenue. Some of our charters have purchase options, which, if exercised, will reduce the fixed charter backlog and average remaining charter term.

As of September 30, 2008, 31 of our crude oil tankers and eight of our oil/bulk/ore ("OBO") vessels operate on long term contracts to subsidiaries of Frontline Ltd. ("Frontline"). In addition to the fixed base charter rate, Ship Finance is also entitled to receive 20% of the time charter equivalent ("TCE") earnings for these vessels in excess of a base charter rate. The average vessel earnings have consistently been above the base charter rates since the Company's inception in

2003, and the profit share accumulated in the third quarter was $28.5 million.

The average daily TCEs earned by Frontline in the third quarter in the spot and time charter period market from the Company's VLCCs, Suezmax tankers and OBOs were approximately $72,900, $76,100 and $44,100, respectively. These numbers exclude off-hire days and the corresponding average daily TCEs in the second quarter of 2008 were approximately $83,700, $76,300 and $44,100, respectively.

In July 2008, we acquired the ultra-deepwater drillship West Polaris from a subsidiary of Seadrill for an approximate project cost of $850 million. West Polaris immediately commenced its 15-year bareboat charter to Seadrill and is employed on a four year sub-charter to a subsidiary of Exxon Mobil Corporation. Net of interest expense and debt repayment, the average annual net cash contribution the first five years will be approximately $23 million, or $0.32 per share. The drillship is accounted for as a finance lease, and the vessel owning subsidiary is classified as 'investment in associate'.

In July 2008, the Company announced the sale of two newbuilding Suezmax vessels at record high levels. The gross sales price was agreed at $111 million per vessel, and net of construction costs and broker commissions we expect to recognize a book profit of approximately $68 million, or $0.93 per share in total. The vessels are currently under construction in China, and are scheduled to be delivered to the new owner in 2009, immediately after delivery from the shipyard.

In September 2008, the Company announced the acquisition of West Hercules and West Taurus, two ultra-deepwater semi-submersible drilling rigs, from subsidiaries of Seadrill. Both drilling rigs were delivered in November 2008 for an approximate project cost of $1.7 billion. Most of the purchase price was paid to Seadrill in November 2008 except for $250 million which is due in February 2009. The average annual net cash contribution over the first five years, after estimated interest expense and debt repayment will be approximately $46.5 million, or $0.63 per share, per year. The drilling rigs will be accounted for as finance leases, and the vessel owning subsidiary will be classified as 'investment in associate'.

In October 2008, the Company took delivery of the second chemical tanker, SC Guangzhou, from Bryggen. The first vessel was delivered in April 2008 and both vessels are on 10-year bareboat charters to Bryggen with sub-charters to Sinochem. The charters are classified as operating leases.

In November 2008, the Company announced the termination of an agreement to acquire three seismic vessels from SCAN Geophysical ASA ("SCAN") with 12-year charters attached. The transaction was announced in March 2007, and the plan was to acquire the vessels immediately after delivery from the shipyard. In light of significantly delayed deliveries, Ship Finance and SCAN have agreed to terminate the agreement.

Corporate and Other Matters

At the end of the third quarter 2008, $449 million of the 8.5% Senior Notes due 2013 were outstanding of which $148 million were controlled by the Company through Bond Swap Agreements. The financing cost on the Senior Notes held under Bond Swap Agreements is effectively reduced to LIBOR plus a margin.

The Company has used Total Return Swaps ("TRS") to effectively achieve the economic effect of repurchasing shares. As of September 30, 2008, the Company controlled approximately 692,000 shares through the TRS agreements at an average cost of $25.66 per share (including funding costs). The shares are legally owned by the banks who provide the TRS agreements, and no shares have been cancelled.

Subsequent to quarter end, the value of our bonds and shares held under TRS agreements has declined, and we have therefore deposited approximately $30 million as additional restricted cash security. These funds will be released to the Company if the value of our bonds and/or shares should increase.

Strategy and Outlook

Including recently announced acquisitions, the Company has an operating fleet of 61 vessels and rigs, and has contracted to acquire nine newbuildings.

The Company's objective has been to reduce the risks for its shareholders by investing in different sectors of the shipping and oil service industries and by having a diversified client base. During the last 12 months, the Company has committed to new investments of approximately $2.7 billion and these investments have significantly increased the Company's fixed charter revenue backlog. We will have full cash flow and profit and loss effect from these investments as from mid February 2009.

In the Company's view, the recent $1.7 billion acquisition of West Hercules and West Taurus in combination with a $1.4 billion bank financing demonstrates the Company's ability to structure accretive transactions in an otherwise challenging financing environment. Our focus has been on acquiring assets with immediate cash flow, and after taking delivery of the two drilling rigs, our remaining newbuilding commitments are low compared to our overall fleet.

We have recently experienced significant turmoil in the international credit markets and generally softer shipping markets. Our main investments are, however, in the crude oil shipping and deepwater drilling markets, which have remained relatively strong. Further our substantial contract backlog provides added stability in an otherwise turbulent environment.

The softer shipping markets are expected to provide a number of interesting investment opportunities in the coming year. We are currently positioning ourselves to take advantage of these opportunities, but at the same time we are committed to manage the company in a conservative manner to also protect the downside for our shareholders.

Forward Looking Statements

This press release contains forward looking statements. These statements are based upon various assumptions, many of which are based, in turn, upon further assumptions, including Ship Finance management's examination of historical operating trends, data contained in the Company's records and other data available from third parties. Although Ship Finance believes that these assumptions were reasonable when made, because assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond its control, Ship Finance cannot give assurance that it will achieve or accomplish these expectations, beliefs or intentions.

Important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include the strength of world economies, fluctuations in currencies and interest rates, general market conditions including fluctuations in charter hire rates and vessel values, changes in demand in the markets in which we operate, changes in demand resulting from changes in OPEC's petroleum production levels and world wide oil consumption and storage, developments regarding the technologies relating to oil exploration, changes in market demand in countries which import commodities and finished goods and changes in the amount and location of the production of those commodities and finished goods, increased inspection procedures and more restrictive import and export controls, changes in our operating expenses, including bunker prices, drydocking and insurance costs, performance of our charterers and other counterparties with whom we deal, timely delivery of vessels under construction within the contracted price, changes in governmental rules and regulations or actions taken by regulatory authorities, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents or political events, and other important factors described from time to time in the reports filed by the Company with the Securities and Exchange Commission.

November 28, 2008
The Board of Directors
Ship Finance International Limited
Hamilton, Bermuda

Questions should be directed to:

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SHIP FINANCE INTERNATIONAL LIMITED
THIRD QUARTER 2008 REPORT (UNAUDITED)

INCOME STATEMENT (in thousands of $ except per share data)	Three months ended Sept 30, 2008	Three months ended Sept 30, 2007	Nine months ended Sept 30, 2008	Nine months ended Sept 30, 2007	Full year 2007 (audited)
Charter revenues - operating lease	18,952	13,793	55,957	38,244	57,516
Charter revenues - finance lease	113,415	119,022	372,005	344,070	461,942
- less revenues classified as Repaymentof investment in finance leases	(46,599)	(44,839)	(166,207)	(126,965)	(173,193)
Profit share income	28,530	5,455	95,311	21,173	52,527
Total operating revenues	114,298	93,431	357,066	276,522	398,792
Gain / (loss) on sale of assets	-	-	17,377	35,096	41,669
Vessel operating expenses	(24,952)	(25,930)	(74,942)	(80,756)	(107,161)
Administrative expenses	(1,720)	(1,482)	(7,252)	(5,203)	(7,783)
Depreciation	(7,323)	(6,079)	(20,516)	(12,274)	(20,636)
Total operating expenses	(33,995)	(33,491)	(102,710)	(98,233)	(135,580)
Operating income	80,303	59,940	271,733	213,385	304,881
Interest income	498	1,010	2,407	5,312	6,781
Interest expense	(29,966)	(26,534)	(93,307)	(95,721)	(130,401)
Results in associate(1)	7,091	227	7,552	689	923