

ANGLOGOLD LTD  
Form 6-K  
July 30, 2004





**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 or 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934  
Report on Form 6-K dated July 30, 2004**

*This Report on Form 6-K shall be incorporated by reference in our Registration Statement on Form F-3 as amended (File No. 333-101891) and our Registration Statement on Form F-3 (File No. 333-114857) to the extent not superseded by documents or reports subsequently filed by us under the Securities Act of 1933 or the Securities Exchange Act of 1934, in each case as amended*

AngloGold Ashanti Limited

**(Name of Registrant)**

11 Diagonal Street  
Johannesburg, 2001  
(P O Box 62117)  
Marshalltown, 2107  
South Africa

**(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:**

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):

Yes:

No:

Yes

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):

Yes:

No:

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:

Enclosures:

AngloGold Ashanti unaudited condensed consolidated financial statements as of June 30, 2004 and December 31, 2003 and for each of the six month periods ended June 30, 2004 and 2003, prepared in accordance with U.S. GAAP, and related management's discussion and analysis of financial condition and results of operations.





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**ANGLOGOLD ASHANTI LIMITED**  
**CONDENSED CONSOLIDATED INCOME STATEMENT**

Prepared in accordance with US GAAP

**Six months ended June 30,**

**2004**

(unaudited)

**2003**

(unaudited)

(in US Dollars, millions, except for share data)

**Sales and other income**

1,077

991

Product sales

1,050

972

Interest, dividends and other

27

19

**Cost and expenses**

1,245

815

Production costs

652

600

Exploration costs

20

18

Related party transactions

26

10

General and administrative

25

23

Royalties

15

14

Market development costs

7

8

Depreciation, depletion and amortization

209

155

Impairment of assets (see note G)

183

12

Interest expense

33

17

Accretion expense

3

3	
Employment severance costs	
5	
1	
Profit on sale of assets (see note H)	
(4)	
(7)	
Non-hedge derivative loss/(gains)	
71	
(39)	
<b>(Loss)/income before equity income and income tax</b>	
(168)	
176	
Equity income in affiliates	
-	
-	
<b>(Loss)/income before income tax provision</b>	
(168)	
176	
Deferred income and mining tax benefit/(expensed)	
11	
(67)	
<b>(Loss)/income before minority interest</b>	
(157)	
109	
Minority interest	
(9)	
(9)	
<b>(Loss)/income before cumulative effect of accounting change</b>	
(166)	
100	
Cumulative effect of accounting change (see note F)	
-	
(3)	
<b>Net (loss)/income - applicable to common stockholders</b>	
(166)	
97	
<b>Basic (loss)/earnings per common share : (cents)</b>	
<b>Before cumulative effect of accounting change</b>	
(70)	
45	
<b>Cumulative effect of accounting change</b>	
-	
(1)	
<b>Net (loss)/income - applicable to common stockholders</b>	
(70)	
44	
<b>Diluted (loss)/earnings per common share : (cents)</b>	
<b>Before cumulative effect of accounting change</b>	
(70)	
45	



**Cumulative effect of accounting change**

-

(1)

**Net (loss)/income - applicable to common stockholders**

(70)

44

**Weighted average number of common shares used in computation**

238,129,583

222,737,513

**Dividend per common share (cents)**

50

82





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**ANGLOGOLD ASHANTI LIMITED**  
**CONDENSED CONSOLIDATED BALANCE SHEET**

Prepared in accordance with US GAAP

**At June 30,**

**2004**

(unaudited)

**At December 31,**

**2003**

(in US Dollars, millions)

**Assets**

**Current assets**

1,602

1,410

Cash and cash equivalents

555

505

Receivables

663

602

Trade

80

47

Derivatives

306

377

Value added taxes

31

27

Other

246

151

Inventories (see note D)

282

202

Materials on the leach pad (see note D)

102

101

**Property, plant and equipment, net**

4,423

2,555

**Acquired properties, net**

1,855

936

**Goodwill**

391

410

**Derivatives**

134

94

**Materials on the leach pad (see note D)**

22

7

**Other long-term assets**

109

170

**(1)**

**Total assets**

8,536

5,582

**Liabilities and Stockholders' equity**

**Current liabilities**

1,305

1,202

Accounts payable and accrued liabilities

511

385

Derivatives

428

441

Short-term debt

341

351

Income and mining tax payable

25

25

**Long-term debt**

1,376

807

**Derivatives**

341

329

**Deferred income and mining tax**

1,629

845

**Provision for environmental rehabilitation**

178

134

**Other accrued liabilities**

26

12

**Provision for post-retirement medical benefits**

136

130

**Minority interest**

55

52

**Commitments and contingencies**

**Share capital and reserves**

3,490

2,071

**Common stock**

Stock issued 2004 - 264,403,394 (2003 - 223,136,342)

11

9

Additional paid in capital

4,955

3,415

Accumulated deficit

(893)

(616)

Accumulated other comprehensive income (see note L)

(583)

(737)

**(1)**

**Total liabilities and stockholders' equity**

8,536

5,582

(1)

Certain amounts have been reclassified to conform with the current period presentation.







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**ANGLOGOLD ASHANTI LIMITED**  
**CONDENSED CONSOLIDATED CASH FLOW STATEMENT**

Prepared in accordance with US GAAP

**Six months ended June 30,**

**2004**

(unaudited)

**2003**

(unaudited)

(in US Dollars, millions)

**Net cash provided by operating activities**

171

226

(Loss)/income before cumulative effect of accounting change

(166)

100

Reconciled to net cash provided by operations:

Profit on sale of assets

(4)

(7)

Depreciation, depletion and amortization

209

155

Deferred stripping costs

(17)

(16)

Impairment of assets

183

12

Deferred income and mining tax

(30)

19

Other non cash items

94

21

Net decrease in provision for environmental

rehabilitation and post-retirement medical

benefits

(5)

(10)

Effect of changes in operating working capital items:

Receivables

(52)

(39)

Inventories

(16)

(24)

Accounts payable and accrued liabilities

(25)

15

**Net cash used in investing activities**

(344)	
(125)	
Additions to property, plant and equipment	
(234)	
(128)	
Proceeds on sale of mining assets	
5	
2	
Cash received as part of disposal	
-	
1	
Cash paid as part of acquisition	
(126)	
-	
Loans receivable advanced	
(5)	
(1)	
Loans receivable repaid	
16	
1	
<b>Net cash generated/(used) in financing activities</b>	
214	
(221)	
Payments of short-term debt	
(685)	
(51)	
Issuance of stock	
2	
2	
Share issue expenses	
-	
-	
Proceeds of long-term debt	
1,019	
18	
Dividends paid	
(122)	
(190)	
<b>Net increase/(decrease) in cash and cash equivalents</b>	
41	
(120)	
<b>Effect of exchange rate changes on cash</b>	
9	
18	
<b>Cash and cash equivalents - January 1,</b>	
505	
413	
<b>Cash and cash equivalents - June 30,</b>	
555	
311	





**ANGLOGOLD ASHANTI LIMITED**

**NOTES TO THE CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED JUNE 30, 2004**

Prepared in accordance with US GAAP

**Note A. Basis of presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") for interim financial information. Accordingly, they do not include all of the information and footnotes required by US GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six-month period ended June 30, 2004 are not necessarily indicative of the results that may be expected for the year ending December 31, 2004.

The balance sheet at December 31, 2003 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by US GAAP for complete financial statements.

For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 20-F for the year ended December 31, 2003.

**Note B. Business Combination between AngloGold and Ashanti**

On April 8, 2004, at the general meeting of AngloGold shareholders, the special resolution approving the change of name of AngloGold to AngloGold Ashanti Limited was passed by the requisite majority of shareholders, while on the same day, Ashanti announced that its shareholders had voted overwhelmingly in favor of the scheme of arrangements for the business combination at a shareholder's meeting held on April 7, 2004. This followed the approval of the Stability Agreement between the Government of Ghana and AngloGold as announced on February 20, 2004.

On April 26, 2004, AngloGold announced that on Friday, April 23, 2004, the High Court in Ghana confirmed the scheme of arrangement, in terms of which AngloGold acquired the entire issued share capital of Ashanti Goldfields Company Limited. The court order approving the scheme was lodged with the Registrar of Companies in Ghana on Monday, April 26, 2004, thereby giving effect to the merger of the two companies and the name change to AngloGold Ashanti Limited. The new company was listed on the Ghana Stock Exchange on Tuesday, April 27, 2004. Following the Business Combination, Ashanti became a private company and a wholly-owned subsidiary of AngloGold.

Under the terms of the Business Combination, holders of Ashanti securities received for every Ashanti share or Ashanti GDS, 0.29 ordinary shares or 0.29 ADSs of AngloGold. Each ADS represents one ordinary AngloGold share. On April 26, 2004, AngloGold issued 38,400,021 ordinary shares to former Ashanti shareholders and 2,658,000 ordinary shares under the Stability Agreement to the Government of Ghana. On June 29, 2004, AngloGold issued a total of 75,731 ordinary shares to former Ashanti warrant holders pursuant to the Business Combination.

The market value of the issued AngloGold shares was approximately \$1,547 million, based on the average quoted value of the shares of \$37.62 two days before and after October 15, 2003, the date the terms of the transaction were announced. The market value of the issued shares, together with the cash consideration paid to the Government of Ghana as part of the Stability Agreement and cash consideration paid for outstanding options over Ashanti ordinary shares of approximately \$73 million (including transaction costs), gave rise to a total purchase price of approximately \$1,620 million.

The transaction was accounted for as a purchase business combination under US GAAP in the second quarter of 2004. Ashanti Goldfields Company Limited was delisted from the London, New York and Ghana stock exchanges in late April 2004. AngloGold Ashanti has performed a preliminary purchase price allocation based on independent appraisals and valuations and in accordance with the provisions of SFAS142, recorded an impairment charge of goodwill on acquisition, relating to the portion of the purchase price which cannot be attributed to the fair value of assets acquired of \$183 million in the six months ended June 30, 2004. (Refer to Note G). The final purchase price allocation is not expected to vary significantly from the preliminary allocation. The operations and financial condition of the interests in the companies and assets acquired in Ashanti are included in the US GAAP condensed consolidated financial statements from April 26, 2004, the effective date of the Business Combination.

For information purposes only, the following unaudited pro forma financial data reflects the consolidated results of operations of AngloGold Ashanti as if the Business Combination had taken place on January 1, 2004 and on January 1, 2003:







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**ANGLOGOLD ASHANTI LIMITED**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED  
JUNE 30, 2004**

Prepared in accordance with US GAAP

**Note B. Business Combination between AngloGold and Ashanti (continued)**

**Six months ended June 30,**

**2004**

**2003**

(unaudited)

(unaudited)

(in US Dollars, millions, except for share data)

Total revenue

1,248

1,239

**Per basic and**

**diluted**

**common**

**share**

**(1)**

**(cents)**

**Per basic and**

**diluted**

**common**

**share (cents)**

Net loss before cumulative effect of accounting change

(13)

(5)

(49)

(19)

Cumulative effect of accounting change

-

-

(3)

(1)

Net loss - applicable to common stockholders

(13)

(5)

(52)

(20)

Basic weighted average number of common shares used in computation

264,373,330

263,871,265

Diluted weighted average number of common shares used in computation

264,373,330

264,571,342

(1)

The calculation of diluted loss per common share for the six months ended

June 30, 2004 did not assume the effect of 10,566,356 shares issuable upon the exercise of Convertible Bonds as their effects are ant-dilutive for this period.

**Note C. Ore Reserve development expenditure**

The Company has reassessed the useful life of on-reef Ore Reserve development expenditure with effect from January 1, 2004. The effect of this change in estimate

on the results for the six months ended June 30, 2004 is as follows:

**Six months ended June 30, 2004**

(in US Dollars, millions, except for share data)

**Impact**

**Per basic**

**common**

**share**

**(cents)**

**Per diluted**

**common**

**share**

**(1)**

**(cents)**

Income before income tax provision

20

8

8

Deferred income and mining tax

(9)

(4)

(4)

Net income

11

4

4

(1)

The calculation of diluted earnings per common share for the six months ended June 30, 2004

did not assume the effect of 10,566,356 shares issuable upon the exercise of Convertible Bonds as their effects are ant-dilutive for this period.

**Note D. Inventories**

**At June 30,**

**2004**

**At December 31,**

**2003**

(unaudited)

(in US Dollars, millions)

The components of inventory consists of the following :

Gold in process

168

146

Gold on hand

18

14

Ore stockpiles

70

35

Uranium oxide and sulfuric acid

27

49

Supplies

123

66

406

310

Less: Heap leach inventory

(1)

(124)

(108)

282

202

(1)

Long-term and short-term portions relating to heap leach inventory classified separately as materials on the leach pad.

**Note E. Deferred stripping costs**

Movements in the deferred stripping costs balance were as follows:

Opening balance

57

5

Addition due to the Business Combination between AngloGold and Ashanti (Refer to Note B)

9

-

Net amount deferred/(amortized)

17

43

Other movements

-

2

Translation

(4)

7

Closing balance

79

57

Deferred stripping costs are classified as a component of Property, plant and equipment and are considered to be insignificant to the balance sheet on a cumulative basis and the amounts deferred or amortized are included in production costs in the condensed consolidated statements of income for all periods presented.







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**ANGLOGOLD ASHANTI LIMITED**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED**

**JUNE 30, 2004...continued**

Prepared in accordance with US GAAP

**Note F. Accounting change**

The Company has adopted SFAS143 "Accounting for Asset Retirement Obligations (AROs)" with effect from 1 January 2003 as follows:

Under SFAS143 the fair value of a liability for an asset retirement obligation is recorded in the period in which it is incurred. When the liability is initially recorded, the cost is capitalized by increasing the carrying amount of the related long-lived asset.

Over time, the liability is increased to reflect an interest element (accretion) considered in its initial measurement at fair value, and the capitalized cost is amortized over the useful life of the related asset. Where the obligation is operational of nature, and does not give rise to future economic benefit, the capitalized cost is amortized in the period incurred. Upon settlement of the liability, a gain or loss will be recorded if the actual cost incurred is different than the liability recorded.

The adoption of SFAS143 on January 1, 2003 resulted in an increase in Property, plant and equipment of \$1 million, an increase in Provision for environmental rehabilitation of \$4 million and a cumulative effect of adoption which decreased net income and stockholder's equity by \$3 million. No increase in Deferred income and mining tax was recorded upon the adoption of SFAS143.

(in US Dollars,

The following is a reconciliation of the total liabilities for asset retirement obligations:

millions)

Balance as at December 31, 2003

134

Addition due to the Business Combination between AngloGold and Ashanti (Refer to Note B)

37

Additions to liabilities

7

Liabilities settled

(3)

Accretion expense

3

Revisions

(2)

Translation

2

Balance as at June 30, 2004

178

### **Note G. Impairment of assets**

In the six months ended June 30, 2004 the Company recorded an impairment of assets of \$183 million relating to the purchase price allocated to goodwill in the Business Combination between AngloGold and Ashanti (Refer to Note B), as part of interim impairment testing performed in accordance with the provisions of SFAS142. An impairment of \$12 million was recorded in the six months ended June 30, 2003 relating to the abandonment of exploration activities in the Australian region.

### **Note H. Profit on sale of assets**

The profit on sale of assets of \$4 million recorded in the six months ended June 30, 2004 mainly comprises a profit of \$3 million (before taxation of \$1 million) on sale of the Western Tanami Project in Australia to Tanami Gold NL. In the six months ended June 30, 2003 the Company recorded a profit on disposal of \$10 million (\$nil million tax effect) on the sale of its 70 percent interest in the Jerritt Canyon Joint Venture in North America to Queenstake Resources USA Inc. and a loss of \$3 million (before taxation expense of \$1 million) on the sale of its wholly owned Amapari Project to Mineração Pedra Branca do Amapari, located in North Brazil.

### **Note I. Stock-based compensation plans**

The Company has adopted the disclosure-only provisions of SFAS123 and applies Accounting Principles Board Opinion No. 25 (APB No. 25) and related interpretations in accounting for its employee stock-based compensation plans.

At June 30, 2004, the Company has two stock-based employee compensation plans, which consists of time-based awards and the performance related awards as disclosed in the Company's annual report on Form 20-F for the year ended December 31, 2003. During the six months ended June 30, 2004 and 2003 there was no compensation expense recognized related to time-based awards as the exercise price of all awards was greater than or equal to the fair market value of the underlying stock on the date of grants.

As of June 30, 2004 \$4 million compensation credit was recognized and reversed in additional paid in capital, related to the performance awards under APB No. 25, of which the exercise price was greater than or equal to the fair market value at the end of the reporting period. The performance related options are accounted for as variable compensation awards, accordingly the compensation expense is calculated at the end of each reporting period until the performance obligation has been met or waived. Compensation expense will vary based on the fluctuations of the underlying stock price in excess of the exercise price. The following table illustrates the effect on net income and earnings per share if

the Company had applied the fair value recognition provisions of SFAS123 to stock-based employee compensation.





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**ANGLOGOLD ASHANTI LIMITED**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED**

**JUNE 30, 2004...continued**

Prepared in accordance with US GAAP

**Note I. Stock-based compensation plans (continued)**

**Six months ended June 30,**

**2004**

**2003**

(unaudited)

(unaudited)

(in US Dollars, millions)

Net (loss)/income, as reported

(166)

97

Deduct: Variable compensation awards credit as calculated under APB No. 25

(4)

-

Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects

(6)

(5)

Pro forma net (loss)/income

(176)

92

Earnings per share (cents)

Basic - as reported

(70)

44

Basic - pro forma

(74)

41

Diluted

(1)

- as reported

(70)

44

Diluted

(1)

- pro forma

(74)

41

(1)

The calculation of diluted (loss)/earnings per common share for the six months

ended June 30, 2004 did not assume the effect of 10,566,356 shares issuable upon the exercise of Convertible Bonds as their effects are ant-dilutive for this period.

**Six months ended June 30,**

**Note J. Segment information**

**2004**

**2003**

(unaudited)

(unaudited)

(in US Dollars, millions)

The Company produces gold as its primary product and does not have distinct divisional segments in terms of principal business activity, but manages its business on the basis of different geographic segments. In the six months ended June 30, 2004 the Company changed its presentation of segment information from a regional basis to operating segments by country. Following the change in the composition of reportable segments and where applicable, the Company has restated the corresponding items of segment information for all earlier periods presented.

### Revenues by area

South Africa

607

550

Argentina

36

42

Australia

78

82

Brazil

76

71

Ghana

(1)

54

-

Guinea

(1)

1

-

Mali



82

111

Namibia

13

14

North America

51

83

Tanzania

(2)

77

38

Zimbabwe

(1)

2

-

Corporate and other

-

-

**Total revenues**

1,077

991

**Segment (loss)/income before deferred income and mining tax**

South Africa

44

92

Argentina

1

13

Australia

24

(4)

Brazil

36

32

Ghana

(1)

(121)

-

Guinea

(1)

(9)

-

Mali

8

37

Namibia

2

6

North America

-

3

Tanzania

(2)

(39)

-

Zimbabwe

(1)

-

-

Corporate and other

2

(1)

**Total segment (loss)/income**

(52)

178

(1)

Operations acquired as part of the Business Combination between AngloGold and

Ashanti (Refer to Note B)

(2)

Segment information presented for the six months ended June 30, 2004 includes

an additional 50 percent interest in the Geita mine in Tanzania acquired as part of the Business Combination between AngloGold and Ashanti (Refer to Note B)





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**ANGLOGOLD ASHANTI LIMITED**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED**

**JUNE 30, 2004.....continued**

Prepared in accordance with US GAAP

**Note J. Segment information (continued)**

**Six months ended June 30,**

**2004**