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GOLD FIELDS LTD
Form SC 13D/A
December 17, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
under the Securities Exchange Act of 1934
(Amendment No. 3)*

GOLD FIELDS LIMITED
(Name of Issuer)

AMERICAN DEPOSITARY SHARES, EACH REPRESENTING ONE ORDINARY SHARE OF PAR VALUE
RAND 0.50 EACH
ORDINARY SHARES OF PAR VALUE RAND 0.50 EACH

(Title of Class or securities)

AMERICAN DEPOSITARY SHARES: 38059T106
ORDINARY SHARES: 38059R100
(CUSIP Number)

DMITRY RAZUMOV
22 VOZNESENSKY PEREULOK
MOSCOW, 125009
RUSSIA

with a copy to:

WILLIAM A. PLAPINGER, ESQ.
SULLIVAN & CROMWELL LLP
1 NEW FETTER LANE
LONDON EC4A 1AN
ENGLAND
(011) (44) 20 7959-8900

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communication)

DECEMBER 16, 2004
(Date of Event to Which This Filing Relates)

=====
If the filing person has previously filed a statement on Schedule 13G to report
the acquisition that is the subject of this Schedule 13D, and is filing this
schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check
the following box. []

* The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter
disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of

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1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

(Continued on following pages)

CUSIP NO. 38059T106 / 38059R100

| | |
|---|--|
| ----- | |
| | Names of Reporting Persons MMC NORILSK NICKEL |
| 1 | IRS Identification Nos. of Above Persons (entities only) NOT APPLICABLE (FOREIGN ENTITY) |
| ----- | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| ----- | |
| 3 | SEC Use Only |
| ----- | |
| 4 | Source of Funds (See Instructions) BK, WC |
| ----- | |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> |
| ----- | |
| 6 | Citizenship or Place of Organization RUSSIAN FEDERATION |
| ----- | |
| | 7 Sole Voting Power 0 |
| Number of Shares of Beneficially Owned by Each Reporting Person with | 8 Shared Voting Power 98,467,758 ORDINARY SHARES |
| | 9 Sole Dispositive Power 0 |
| | 10 Shared Dispositive Power 98,467,758 ORDINARY SHARES |
| | ----- |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 98,467,758 ORDINARY SHARES |
| ----- | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |
| ----- | |
| 13 | Percent of Class Represented by Amount in Row (11) 20.03% |
| ----- | |
| 14 | Type of Reporting Person (See Instructions) HC |
| ----- | |

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CUSIP NO. 38059T106 / 38059R100

| | |
|---|--|
| ----- | |
| | Names of Reporting Persons VLADIMIR O. POTANIN |
| 1 | IRS Identification Nos. of Above Persons (entities only) NOT APPLICABLE (FOREIGN ENTITY) |
| ----- | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| ----- | |
| 3 | SEC Use Only |
| ----- | |
| 4 | Source of Funds (See Instructions) AF |
| ----- | |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> |
| ----- | |
| 6 | Citizenship or Place of Organization RUSSIAN FEDERATION |
| ----- | |
| | 7 Sole Voting Power 0 |
| Number of Shares of Beneficially Owned by Each Reporting Person with | 8 Shared Voting Power 98,467,758 ORDINARY SHARES (1) |
| | 9 Sole Dispositive Power 0 |
| | 10 Shared Dispositive Power 98,467,758 ORDINARY SHARES (1) |
| ----- | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 98,467,758 ORDINARY SHARES |
| ----- | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |
| ----- | |
| 13 | Percent of Class Represented by Amount in Row (11) 20.03% |
| ----- | |
| 14 | Type of Reporting Person (See Instructions) IN |
| ----- | |

(1) Pursuant to Rule 13d-4 of the Act, the filing of this statement shall not be construed as an admission that Mr. Potanin is, for the purpose of Sections 13(d) or 13(g) of the Act, the beneficial owner of 98,467,758 ordinary shares.

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| | |
|-------|----------------------------|
| ----- | |
| | Names of Reporting Persons |

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MIKHAIL D. PROKHOROV

1

IRS Identification Nos. of Above Persons (entities only)
NOT APPLICABLE (FOREIGN ENTITY)

2

Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3

SEC Use Only

4

Source of Funds (See Instructions)
AF

5

Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e)

6

Citizenship or Place of Organization
RUSSIAN FEDERATION

7

Number of
Shares of
Beneficially
Owned by Each
Reporting
Person with

7 Sole Voting Power
0

8

8 Shared Voting Power
98,467,758 ORDINARY SHARES (2)

9

9 Sole Dispositive Power
0

10

10 Shared Dispositive Power
98,467,758 ORDINARY SHARES (2)

11

Aggregate Amount Beneficially Owned by Each Reporting Person
98,467,758 ORDINARY SHARES

12

Check if the Aggregate Amount in Row (11) Excludes
Certain Shares (See Instructions)

13

Percent of Class Represented by Amount in Row (11)
20.03%

14

Type of Reporting Person (See Instructions)
IN

(2) Pursuant to Rule 13d-4 of the Act, the filing of this statement shall not be construed as an admission that Mr. Prokhorov is, for the purpose of Sections 13(d) or 13(g) of the Act, the beneficial owner of 98,467,758 ordinary shares.

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This Amendment No. 3 ("Amendment No. 3") amends and supplements the Statement on Schedule 13D originally filed on April 7, 2004, as amended by Amendment No. 1 thereto filed on August 6, 2004, and Amendment No. 2 thereto filed on October 18, 2004, relating to the ordinary shares, par value Rand 0.50 per share (the "Shares"), of Gold Fields Limited, a company organized under the laws of the Republic of South Africa (the "Company"). The Schedule 13D, as amended, is referred to herein as the "Schedule 13D". Unless otherwise indicated, capitalized terms used but not defined herein have the meanings

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assigned to such term in the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 is hereby amended and restated as follows:

Pursuant to Rule 13d-1(k)(1) of the Act, this statement is filed on behalf of the following entities and individuals (such persons being referred to collectively herein as the "Reporting Persons" and each as a "Reporting Person"):

MMC NORILSK NICKEL is an open joint-stock company organized under the laws of the Russian Federation. Norilsk Nickel's principal business is the producing and selling of various base and precious metals. The address of Norilsk Nickel's principal business and principal office is 22, Voznesensky Pereulok, Moscow, 125009, Russia. See Exhibit A for information concerning the executive officers and directors of Norilsk Nickel. During the last five years, neither MMC Norilsk Nickel nor any of such persons has been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors. Further, during the last five years, neither MMC Norilsk Nickel nor any such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of such a proceeding such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, United States federal or state securities laws or finding any violation with respect to such laws.

VLADIMIR O. POTANIN is a citizen of the Russian Federation whose present principal occupation is President of ZAO Interros Holding Company. As of December 1, 2004, Mr. Potanin beneficially owned 29.26% of the stock of Norilsk Nickel. Mr. Potanin's principal business address is 9, Bolshaya Yakimanka Street, Moscow 119180, Russia. During the past five years, Mr. Potanin has not been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors. Further, during the last five years, Mr. Potanin has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction where as a result of such proceeding he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, United States federal or state securities laws or finding any violation with respect to such laws.

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MIKHAIL D. PROKHOROV is a citizen of the Russian Federation whose present principal occupation is Chief Executive Officer of Norilsk Nickel. As of December 1, 2004, Mr. Prokhorov beneficially owned 29.26% of the stock of Norilsk Nickel. Mr. Prokhorov's principal business address is 22, Voznesensky Pereulok, Moscow 125009, Russia. During the last five years, Mr. Prokhorov has not been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors. Further, during the last five years, Mr. Prokhorov has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction where as a result of such proceeding he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, United States federal or state securities laws or finding any violation with respect to such laws.

Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any of the Reporting Persons is the beneficial owner of Shares (if any) held by Harmony Gold Mining Company Limited ("Harmony") or that Harmony is a beneficial owner of the Shares referred to above. Pursuant to Rule 13d-5(b), the Reporting Persons and Harmony may be deemed to be a group; however, the Reporting Persons disclaim membership in any

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group with Harmony and beneficial ownership of any Shares of Harmony.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 is hereby amended to add the following additional paragraph at the end:

Norilsk Nickel is exploring alternative transactions intended to result in a mutually acceptable resolution among the Company, Harmony and Norilsk Nickel relating to the offer by Harmony for the remaining shares in the Company that it does not hold. To that end, Norilsk Nickel has commenced discussions with the Company and Harmony. Any such discussions or transactions by Norilsk Nickel are subject to Norilsk Nickel's continuing obligations under the Irrevocable Undertaking to the extent applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The last paragraph of Item 6 is hereby amended and restated as follows:

The last paragraph of Item 4, which has been added by this Amendment No. 3, is hereby incorporated by this reference in this Item 6.

Except as described above, none of the Reporting Persons, nor, to the knowledge of the Reporting Persons, any of the persons listed in Exhibit A, has any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of the Company, including but not limited to transfer or voting of any such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 17, 2004

MMC NORILSK NICKEL

By: /s/ Mikhail Prokhorov

Name: Mikhail Prokhorov
Title: General Director

VLADIMIR O. POTANIN

By: /s/ Vladimir O. Potanin

Name: Vladimir O. Potanin

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MIKHAIL D. PROKHOROV

By: /s/ Mikhail Prokhorov

Name: Mikhail Prokhorov

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EXHIBIT INDEX

Exhibit A Officers and Directors of Reporting Persons.**
Exhibit B Agreement Relating to Joint Filing of Schedule 13D.*
Exhibit C Purchase Agreement.*
Exhibit D Power of Attorney.*
Exhibit E Facility Agreement.*
Exhibit F Intercompany Purchase Agreement.**
Exhibit G Irrevocable Undertaking in Respect of a Proposal by Harmony
Gold Mining Company Limited to Acquire All the Shares in Gold
Fields Limited.***

* Filed with the initial statement on Schedule 13D on April 7, 2004.

** Filed with the Amendment No. 1 to Schedule 13D on August 6, 2004.

*** Filed with the Amendment No. 2 to Schedule 13D on October 18, 2004.