

GOLD FIELDS LTD
Form SC 14D9/A
December 09, 2004

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-9
(Rule 14d-101)

SOLICITATION/ RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)

OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)

GOLD FIELDS LIMITED

(Name of Subject Company)

GOLD FIELDS LIMITED

(Name of Person(s) Filing Statement)

Ordinary Shares of nominal value Rand 0.50 each

American Depositary Shares, each representing one Ordinary Share
(Title of Class of Securities)

ZAE000018123 (Ordinary Shares)

38059T106 (American Depositary Shares)
(CUSIP Number of Class of Securities)

Cain Farell

**24 St. Andrews Road
Parktown, 2193
South Africa
011-27-11-644-2400**

*(Name, Address, and Telephone Number of Person
Authorized to Receive Notices and Communications
On Behalf of the Person(s) Filing Statement)*

Copy to:

**Jennifer M. Schneck
Linklaters
One Silk Street
London EC2Y 8HQ**

**Scott V. Simpson
Ann Beth Bejgrowicz
Skadden, Arps, State, Meagher & Flom (UK) LLP
40 Bank Street, Canary Wharf**

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England
011-44-20-7456-2000

London E14 5DS
England
011-44-20-7519-7000



- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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SIGNATURE

EXHIBIT INDEX

EX-99.A.20: PRESS RELEASE

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This Amendment No. 1 (**Amendment No. 1**) amends and supplements the Schedule 14D-9 (the **Schedule 14D-9**) initially filed by Gold Fields with the Securities and Exchange Commission (the **SEC**) on December 7, 2004 relating to the Subsequent Offer. Except as otherwise defined herein, capitalized terms shall have the meaning given to them in the Schedule 14D-9.

This Amendment No. 1 amends and supplements Item 8 as follows:

ITEM 8. ADDITIONAL INFORMATION TO BE FURNISHED

Recent Developments

On December 9, 2004, Patrice Motsepe, Chairman of Harmony, contacted Christopher Thompson, Chairman of Gold Fields, and arranged to meet Mr. Thompson at the head offices of Gold Fields today. Mr. Motsepe and Mr. Thompson met briefly and agreed that the current state of affairs between Gold Fields and Harmony was destroying shareholder value. Mr. Thompson informed Mr. Motsepe that he appreciated the point of view expressed, but did not believe that any conversations between Gold Fields and Harmony would prove to be beneficial until and unless certain conditions, which have been publicly communicated by Gold Fields today, were met.

Shareholder Communications

On December 9, 2004, Gold Fields made the following public communication:

Gold Fields issued a press release rejecting suggestions made in the media by Harmony that the two companies should enter into friendly discussions. Gold Fields also stated that the Board does not believe there is any basis for such discussions unless:

Harmony substantially increases its offer to reflect Gold Fields value;

Gold Fields shareholders receive Harmony s independently audited reserves and resources statement, which Harmony promised to publish early in December 2004;

Harmony consents to a comprehensive commercial due diligence on all of its assets, and in particular allows Gold Fields access to its reserves and life of mine plan; and

all of Harmony s loss-making and short-life shafts are excised from any proposal for discussion.

Further, Gold Fields stated that fair value for Gold Fields, even before any premium is factored in, would be in excess of 1.73 Harmony shares for each Gold Fields Share, at a Rand 85,000/kg gold price, and Gold Fields called upon Harmony to immediately allow its reserves to be independently reviewed by Gold Fields.

A copy of the press release has been filed herewith as Exhibit 99.(a)(20) and is hereby incorporated herein by this reference.

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This Amendment No. 1 amends and restates Item 9 as follows:

ITEM 9. EXHIBITS

Exhibit	Description
99.(a)(1)*	Covenants Agreement between Gold Fields Limited, Mvelaphanda Resources Limited, Lexshell 579 Investments (Proprietary) Limited and Newshel 706 Limited, dated November 26, 2003
99.(a)(2)*	Subscription and Share Exchange Agreement amongst Lexshell 579 Investments (Proprietary) Limited, GFL Mining South Africa Limited and Gold Fields Limited, dated December 11, 2003
99.(a)(3)*	GFI-SA Loan Agreement amongst Lexshell 579 Investments (Proprietary) Limited, First Rand Bank Limited, GFI Mining South Africa Limited, Gold Fields Limited, Gold Fields Australia Pty Limited and Gold Fields Guernsey Limited, dated December 11, 2003
99.(a)(4)+	Application to the Competition Tribunal of South Africa, including a Notice of Motion and Founding Affidavit, dated October 26, 2004
99.(a)(5)+	Application to the High Court of South Africa, dated October 28, 2004
99.(a)(6)+	Letter from the South African Securities Regulation Panel, dated November 3, 2004
99.(a)(7)++	Complaint filed in the United States District Court for the Southern District of New York against Harmony in connection with Harmony's two-step offer for Gold Fields Shares, dated November 5, 2004
99.(a)(8)++	Press release announcing the commencement of litigation against Harmony in the United States District Court for the Southern District of New York, dated November 5, 2004
99.(a)(9)+++	Gold Fields press release announcing a ruling by the South African Securities Regulation Panel, dated November 8, 2004
99.(a)(10)**	Announcement issued by the South African Securities Regulation Panel, dated November 9, 2004
99.(a)(11)***	Judgment by the High Court of South Africa, dated November 11, 2004
99.(a)(12)***	Amended Complaint filed in the United States District Court for the Southern District of New York, dated November 12, 2004
99.(a)(13)+	Findings by the Competition Tribunal of South Africa, dated November 18, 2004
99.(a)(14)	Gold Fields' Notice of Appeal filed in the Competition Appeal Court of South Africa, dated November 19, 2004
99.(a)(15)±	Decision and Order of United States District Court for the Southern District of New York, dated November 23, 2004
99.(a)(16)§	Order by the Competition Appeal Court of South Africa, dated November 26, 2004
99.(a)(17)§	Rulings of the Appeal Tribunal of the South African Securities Regulation Panel, dated November 29, 2004
99.(a)(18)§	Order of the Constitutional Court of South Africa, dated December 1, 2004
99.(a)(19)#	Press release announcing that the proposed reverse takeover of IAMGold Corporation will not be completed, dated December 7, 2004
99.(a)(20)°	Press release rejecting suggestions made in the media by Harmony, dated December 9, 2004

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Exhibit	Description
99.(e)(1)+	Agreement between Ian D. Cockerill and Gold Fields Guernsey Limited, effective March 1, 2004
99.(e)(2)+	Service Agreement between Ian D. Cockerill and GFL Mining Services Limited, effective March 1, 2004
99.(e)(3)+	Agreement between Nicholas J. Holland and Gold Fields Guernsey Limited, effective March 1, 2004
99.(e)(4)+	Service Agreement between Nicholas J. Holland and GFL Mining Services Limited, effective March 1, 2004
99.(e)(5)+	Agreement between John A. Munro and Gold Fields Guernsey Limited, effective March 1, 2004
99.(e)(6)+	Service Agreement between John A. Munro and GFL Mining Services Limited, effective March 1, 2004
99.(e)(7)+	Employment Agreement between Craig J. Nelsen and Gold Fields Exploration, Inc., as amended, effective May 1, 2003
99.(e)(8)+	Service Agreement between Michael J. Prinsloo and GFI Mining South Africa (Pty) Limited, effective March 1, 2004
99.(e)(9)	The GF Management Incentive Scheme, adopted November 10, 1999
99.(e)(10)+	Deed of Amendment to the GF Management Incentive Scheme between Gold Fields Limited and Tokyo Mosima Gabriel Sexwale and Gordon Rae Parker, adopted May 4, 2001
99.(e)(11)+	Second Deed of Amendment to the GF Management Incentive Scheme between Gold Fields Limited and Tokyo Mosima Gabriel Sexwale and Gordon Rae Parker, adopted October 31, 2001
99.(e)(12)	The GF Non-Executive Director Share Plan, adopted October 31, 2000
99.(e)(13)+	Deed of Amendment to the GF Non-Executive Share Plan, adopted December 6, 2002

- ° Filed herewith.
- # Previously filed.
- + Incorporated by reference to the Recommendation/Solicitation Statement on Schedule 14D-9 (File No. 005-78350) filed by Gold Fields with the Securities and Exchange Commission on November 3, 2004.
- ++ Incorporated by reference to Amendment No. 2 to the Recommendation/Solicitation Statement on Schedule 14D-9 (File No. 005-78350), filed by Gold Fields with the Securities and Exchange Commission on November 5, 2004.
- +++ Incorporated by reference to Amendment No. 3 to the Recommendation/Solicitation Statement on Schedule 14D-9 (File No. 005-78350), filed by Gold Fields with the Securities and Exchange Commission on November 8, 2004.
- ** Incorporated by reference to Amendment No. 4 to the Recommendation/Solicitation Statement on Schedule 14D-9 (File No. 005-78350), filed by Gold Fields with the Securities and Exchange Commission on November 9, 2004.
- *** Incorporated by reference to Amendment No. 5 to the Recommendation/Solicitation Statement on Schedule 14D-9 (File No. 005-78350), filed by Gold Fields with the Securities and Exchange Commission on November 12, 2004.
- Incorporated by reference to Amendment No. 9 to the Recommendation/Solicitation Statement on Schedule 14D-9 (File No. 005-78350), filed by Gold Fields with the Securities and Exchange Commission on November 19, 2004.
- ± Incorporated by reference to Amendment No. 10 to the Recommendation/Solicitation Statement on Schedule 14D-9 (File No. 005-78350), filed by Gold Fields with the Securities and Exchange Commission on November 23, 2004.
- § Incorporated by reference to the Recommendation/Solicitation Statement on Schedule 14D-9/C (File No. 005-78350), filed by Gold Fields with the Securities and Exchange Commission on December 3, 2004.
- * Incorporated by reference to the Annual Report on Form 20-F (File No. 1-31318), filed by Gold Fields with the Securities and Exchange Commission on December 29, 2003.
- Incorporated by reference to the Registration Statement on Form 20-F (File No. 1-31318), filed by Gold Fields with the Securities and Exchange Commission on May 6, 2002.

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SIGNATURE

After due 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.

By: /s/ NICHOLAS J. HOLLAND

Name: Nicholas J. Holland

Title: Executive Director and
Chief Financial Officer

Date: December 9, 2004

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