

GOLD FIELDS LTD
Form SC 13D/A
November 16, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

under the Securities Exchange Act of 1934

(Amendment No. 10)*

GOLD FIELDS LIMITED

(Name of Issuer)

ORDINARY SHARES OF PAR VALUE RAND 0.50 EACH

AMERICAN DEPOSITARY SHARES,

EACH REPRESENTING ONE ORDINARY SHARE OF PAR VALUE RAND 0.50 EACH

(Title of Class or securities)

AMERICAN DEPOSITARY SHARES: 38059T106

ORDINARY SHARES: 38059R100

(CUSIP Number)

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with a copy to:

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(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communication)

November 16, 2005

(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. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7(b) for other parties to whom copies are to be sent.

* 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 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

1 Names of Reporting Persons

Harmony Gold Mining Company Limited

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)

OO

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

6 Citizenship or Place of Organization

Republic of South Africa

Number of 7 Sole Voting Power

Shares of

Beneficially 0

Owned by Each 8 Shared Voting Power

Reporting

Person with 0

9 Sole Dispositive Power

0

10 Shared Dispositive Power

None

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0 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)

0%

14 Type of Reporting Person (See Instructions)

CO

This Amendment No. 10 to Schedule 13D is filed by Harmony Gold Mining Company Limited (Harmony) to amend the Schedule 13D filed on October 16, 2004, as amended on November 29, 2004, December 2, 2004, December 6, 2004, December 8, 2004, January 28, 2005, April 18, 2005, May 20, 2005, June 3, 2005 and June 9, 2005, relating to the ordinary shares, par value Rand 0.50 per share, of Gold Fields Limited, a corporation organized under the laws of the Republic of South Africa (Gold Fields), and American Depositary Receipts (ADSs) representing Gold Fields ordinary shares (together Gold Fields securities).

ITEM 4. PURPOSE OF TRANSACTION

Item 4 is hereby amended to add the following information:

Upon the expiration of its offer for Gold Fields, Harmony did not receive enough tenders from Gold Fields shareholders to obtain control of Gold Fields. Accordingly, as previously disclosed, Harmony's management undertook to evaluate various options with respect to the Gold Fields shares that it had acquired with a view to maximizing the value of such shares for its shareholders. As previously disclosed, such options included a potential disposition of all or a portion of the shares on commercially reasonable terms. On June 2, 2005, Harmony instructed HSBC Securities (South Africa) Pty Ltd (HSBC) to place 30,000,000 shares in Gold Fields, representing approximately 6.1% of the issued share capital of Gold Fields with institutional investors in the United States and abroad. The Gold Fields shares were placed for aggregate cash consideration of approximately R2.14 billion, representing a price of R71.40 per Gold Fields share before expenses. HSBC acted as the bookrunner for the placement. The Placement Agreement dated on or about June 3, 2005 by and between HSBC and Harmony was filed with Amendment No. 8 to this Schedule 13D. Following completion of the placement, Harmony held 26,629,409 Gold Fields shares, representing approximately 5.4% in the issued share capital of Gold Fields, which it planned to retain to allow it to participate in any restructuring transactions of Gold Fields. As such an opportunity has not occurred and it is not in Harmony's business to hold minority interests in other companies, the board of directors of Harmony decided to sell the remaining holding in Gold Fields shares. Through Merrill Lynch South Africa, as sole bookrunner, Harmony disposed of its remaining shares of Gold Fields at an average price of R93.23 per share. The process was completed through market disposals which commenced on November 10, 2005 and an open market offering on November 15 and 16, 2005.

The proceeds from the placement will be utilized to continue to invest in Harmony's pipeline of long life high-quality new mines and expansion projects, to retire short term debt and as working capital within the Harmony operations.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is hereby amended to add the following information:

(a) As of the date hereof, Harmony does not beneficially own any Shares of Gold Fields securities.

(b) Except as set forth in this Amendment No. 10 to Schedule 13D, no transactions in Gold Fields shares were effected since the date of the filing of Amendment No. 9 to Schedule 13D.

(c) No person other than Harmony has the right to receive or the power to direct the receipt of dividends from, or the proceeds of sale of, securities covered by this Schedule 13D.

(d) Not applicable.

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

Item 6 is hereby amended to add the following information:

In connection with the placement, Merrill Lynch South Africa and Harmony executed the Accelerated Global Tender Agreement on November 15, 2005. The Accelerated Global Tender Agreement is attached hereto as Exhibit J.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is hereby amended and supplemented as follows:

The following exhibit is inserted after Exhibit I:

Exhibit J Accelerated Global Tender Agreement

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: November 16, 2005

HARMONY MINING GOLD COMPANY LIMITED

By: /s/ Zacharias Bernardus Swanepoel

Name: Zacharias Bernardus Swanepoel
Title: Chief Executive Officer