

GOLD FIELDS LTD

Form 6-K

May 20, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

**Report of Foreign Private Issuer**

**Pursuant to Rules 13a-16 or 15d-16 under**

the Securities Exchange Act of 1934

Dated 19 May 2014

Commission File Number: 001-31318

**GOLD FIELDS LIMITED**

(Translation of registrant's name into English)

150 Helen Rd.

Sandown, Sandton 2196

South Africa

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover 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): \_\_\_\_\_

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): \_\_\_\_\_

Gold Fields Limited

(Reg. No. 1968/004880/06)

(Incorporated in the Republic of South Africa)

Share Code: GFI

ISIN Code: ZAE000018123

**DEALING IN SECURITIES BY A DIRECTOR OF A MAJOR SUBSIDIARY**

In compliance with paragraphs 3.63 - 3.74 of the Listings Requirements of JSE Limited, shareholders are advised that Gold Fields Limited has granted on 1 March 2014 (“the Grant Date”), Bonus Shares a director of a major subsidiary of Gold Fields in terms of the Gold Fields Limited 2012 Share Plan as set out below.

Bonus Shares are linked to the annual bonus whereby the equivalent of two-thirds of the cash bonus is granted in Bonus Shares.

Name

**Ernesto Balarezo**

Position

Director of a major subsidiary

Company

Gold Fields La Cima S.A.

No of Bonus Shares issued and  
accepted

76,273

Bonus Share issue price

Nil

Deemed market price as per 3.63

(b) (iv)

40.26

Class of underlying security to  
which rights attach

Ordinary shares

Nature of transaction

Acceptance of Bonus Shares

Vesting Period

Bonus Shares vest in equal  
parts on 9 months and 18 months  
of the Grant Date

Nature of interest

Direct and Beneficial

In accordance with section 3.66 of the Listings Requirements, the necessary clearance was obtained to grant the abovementioned Bonus Shares.

19 May 2014

Sponsor:

JP Morgan Equities South Africa (Pty) Ltd

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on

its behalf by the undersigned, thereunto duly authorised.

GOLD FIELDS LIMITED

Dated:

19

May

2014

By:

/s/ Nicholas J. Holland

Name:

Nicholas

J.

Holland

Title:

Chief Executive Officer