

HARMONY GOLD MINING CO LTD

Form 6-K

January 25, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO**

**RULE 13a-16 OR 15d-16 UNDER THE SECURITIES**

**EXCHANGE ACT OF 1934**

For the Month of January 2005

Commission File Number: 001-31545

**Harmony Gold Mining Company Limited**

(Translation of registrant's name into English)

**Suite No. 1**

**Private Bag X1**

**Melrose Arch, 2076**

**South Africa**

(Address of principal executive offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of

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Form 20-F or Form 40-F.)

Form 20-F  Form 40-F

(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

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**Harmony Gold Mining Company Limited**

(Incorporated in the Republic of South Africa)

(Registration number 1950/038232/06)

Share code: HAR ISIN: ZAE000015228

( Harmony )

January 24, 2005

***Correction; Waiver of the Minimum Acceptance Condition***

Harmony hereby corrects the press release that was issued on January 21, 2005 to state that it either owns, has received valid tenders in respect of, or has an irrevocable undertaking to tender into the offer in respect of, a total of **155,118,420** (rather than 155,077,568, as previously announced) Gold Fields shares representing approximately 31.5% of the entire issued share capital of Gold Fields.

For US regulatory purposes, Harmony also announces that it reserves the right to waive the acceptance condition in its entirety on or before Monday, January 31, 2005 in accordance with the South African Securities Regulation Code on Takeovers and Mergers (the Code ).

If the acceptance condition is satisfied or waived and all other conditions of the offer have been satisfied, fulfilled or, to the extent permitted, waived, the offer may be declared wholly unconditional at that time and withdrawal rights will terminate. Holders of Gold Fields shares and ADSs who have already accepted the offer, but whose willingness to accept the offer would be affected by a reduction or waiver of the acceptance condition may wish to consider withdrawing their acceptances with respect to such securities promptly.

Gold Fields security holders are advised that if the acceptance condition is not satisfied or waived by 5.00 p.m. (South African time), 10.00 a.m. (New York City time) on Monday, January 31, 2005, the offer could, pursuant to the Code, lapse.

ENDS

**Issued by (direct line, mobile, email):**

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**Harmony Gold**

Ferdi Dippenaar	+27 11 684 0140	+27 82 807 3684
Corne Bobbert	+27 11 684 0146	+27 83 380 6614

**South Africa - Beachhead Media & Investor Relations**

Jennifer Cohen	+27 11 214 2401	+27 82 468 6469	<a href="mailto:jennifer@bmsa.co.za">jennifer@bmsa.co.za</a>
Patrick Lawlor	+27 11 214 2410	+27 82 459 6709	<a href="mailto:patrick@bmsa.co.za">patrick@bmsa.co.za</a>

**United States Financial Dynamics Business Communications**

Hollis Rafkin-Sax	+1 212 850 5789	+1 917 509 0255	<a href="mailto:hrafkin-sax@fd-us.com">hrafkin-sax@fd-us.com</a>
Torie Pennington	+1 212 850 5629	+1 917 838 1369	<a href="mailto:tpennington@fd-us.com">tpennington@fd-us.com</a>

**United Kingdom Financial Dynamics Business Communications**

Nic Bennett	+44 207 269 7115	+44 7979 536 619	<a href="mailto:nic.bennett@fd.com">nic.bennett@fd.com</a>
Charles Watenphul	+44 207 269 7216	+44 7866 438 013	<a href="mailto:charles.watenphul@fd.com">charles.watenphul@fd.com</a>

**US Information Agent - MacKenzie Partners, Inc**

Daniel Burch                    +1 212 929 5500                    [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com)  
Steve Balet                    +1 800 322 2885

Unless the context otherwise requires, the definitions contained in the offer document or the registration statement sent to Gold Fields shareholders have the same meaning in this announcement.

In connection with the proposed merger, Harmony has filed with the U.S. Securities and Exchange Commission ( SEC ), a registration statement on Form F-4, which includes a preliminary prospectus and related exchange offer materials, to register the Harmony ordinary shares (including Harmony ordinary shares represented by Harmony ADSs) to be issued in exchange for the remainder of Gold Fields ordinary shares held by Gold Fields shareholders resident in the United States and for Gold Fields ADSs held by Gold Fields shareholders wherever resident, as well as a Statement on Schedule TO. **Investors and holders of Gold Fields securities are strongly advised to read the registration statement and the preliminary prospectus, the related exchange offer materials and the final prospectus (when available), the Statement on Schedule TO and any other relevant documents filed with the SEC, as well as any amendments and supplements to those documents, because they contain important information.** Investors and holders of Gold Fields securities may obtain free copies of the registration statement, the preliminary and final prospectus (when available) and related exchange offer materials and the Statement on Schedule TO, as well as other relevant documents filed or to be filed with the SEC, at the SEC 's web site at [www.sec.gov](http://www.sec.gov). The preliminary prospectus and other transaction-related documents may be obtained for free from MacKenzie Partners, Inc., the information agent for the U.S. offer, at the following address: 105 Madison Avenue, New York, New York 10016; telephone 1 212 929 5500 (call collect) or 1 800 322 2885 (toll-free call); e-mail [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com).

This communication is for information purposes only. It shall not constitute an offer to purchase or exchange or the solicitation of an offer to sell or exchange any securities of Gold Fields or an offer to sell or exchange or the solicitation of an offer to buy or exchange any securities of Harmony in the US, nor shall there be any sale or exchange of securities in any jurisdiction in which such offer, solicitation or sale or exchange would be unlawful prior to the registration or qualification under the laws of such jurisdiction. The distribution of this communication may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. The solicitation of offers to buy Gold Fields ordinary shares (including Gold Fields ordinary shares represented by Gold Fields ADSs) in the US will only be made pursuant to a prospectus and related offer materials that Harmony has sent to holders of Gold Fields securities. The Harmony ordinary shares (including Harmony ordinary shares represented by Harmony ADSs) may not be sold, nor may offers to buy be accepted, in the US prior to the time the registration statement becomes effective. No offering of securities shall be made in the US except by means of a prospectus meeting the requirements of Section 10 of the United States Securities Act of 1933, as amended.

The directors of Harmony accept responsibility for the information contained in this announcement. To the best of the knowledge and belief of the directors of Harmony (who have taken all reasonable care to ensure that such is the case), the information contained in this announcement is in accordance with the facts and does not omit anything likely to affect the import of such information.

**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 authorized.

Dated: January 25, 2005

Harmony Gold Mining Company Limited

By:                      /s/ NOMFUNDO QANGULE

Name: **Nomfundo Qangule**  
Title: **Chief Financial Officer**