

GOLD FIELDS LTD
Form SC 14D9/A
November 05, 2004

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. 2)

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)*

**Jennifer M. Schneck
Linklaters
One Silk Street
London EC2Y 8HQ
England
011-44-20-7456-2000**

**Scott V. Simpson
Ann Beth Bejgrowicz
Skadden, Arps, Slate, Meagher & Flom (UK) LLP
40 Bank Street, Canary Wharf
London E14 5DS
England**

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

This Amendment No. 2 (**Amendment No. 2**) amends and supplements the Schedule 14D-9 initially filed by Gold Fields with the Securities and Exchange Commission (the **SEC**) on November 3, 2004 (the **Schedule 14D-9**) relating to the Offer. Except as otherwise defined herein, capitalized terms shall have the meaning given to them in the Schedule 14D-9.

This Amendment No. 2 amends and supplements Item 8 as follows:

ITEM 8. ADDITIONAL INFORMATION TO BE FURNISHED

Legal Proceedings

Gold Fields announced on November 5, 2004, that it has filed a complaint in the United States District Court for the Southern District of New York against Harmony in connection with Harmony's coercive two-step offer for the shares of Gold Fields. The complaint alleges that Harmony has violated U.S. securities laws and seeks to enjoin Harmony's unsolicited and hostile offer.

The complaint alleges that Harmony's early settlement offer, pursuant to which Harmony is seeking to acquire up to 34.9% of Gold Fields shares, is unlawful because the registration statement and related tender offer documents filed with the SEC are misleading, inaccurate and omit material information about Harmony and its coercive two-step offer structure.

The Gold Fields Board has initiated this law suit because it believes that Gold Fields shareholders are being forced to make a crucial investment decision without accurate and complete information about the offer structure and Harmony's plans if it gains control of Gold Fields. Gold Fields has asked the court to enjoin Harmony's offer until Harmony provides shareholders with all material information about its offer, and the Gold Fields shareholders have had adequate time to absorb and consider this new information.

The complaint against Harmony, dated November 5, 2004, is filed herewith as Exhibit 99.(a)(22) and is incorporated herein by this reference.

Shareholder Communications

On November 5, 2004, Gold Fields made the following public communications:

Gold Fields issued a press release announcing the commencement of litigation against Harmony in the United States District Court for the Southern District of New York in connection with Harmony's coercive two-step offer for the shares of Gold Fields. A copy of the press release is filed herewith as Exhibit 99.(a)(23) and is incorporated herein by this reference.

Gold Fields issued a letter to Harmony shareholders instructing them how to vote against the Harmony resolutions to be tabled at the Harmony shareholder meeting on November 12, 2004. A copy of this letter is filed herewith as Exhibit 99.(a)(24) and is incorporated herein by this reference.

In addition, the following transcripts have been made available:

A transcript of a presentation by Gold Fields. A copy of the transcript is filed herewith as Exhibit 99.(a)(25) and is incorporated herein by this reference.

A transcript of a conference call hosted by Gold Fields. A copy of the transcript is filed herewith as Exhibit 99.(a)(26) and is 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)+	Offer Response Document of Gold Fields Limited, dated November 3, 2004
99.(a)(2)+	Form of Withdrawal with respect to Gold Fields Ordinary Shares
99.(a)(3)+	Form of Withdrawal with respect to Gold Fields American Depositary Shares
99.(a)(4)+	Opinion of J.P. Morgan plc
99.(a)(5)+	Opinion of Goldman Sachs International
99.(a)(6)+	Shareholder Circular of Gold Fields Limited, dated October 29, 2004
99.(a)(7)+	Agreement amongst Gold Fields Limited, Gold Fields Ghana Holdings Limited, Gold Fields Guernsey Limited and IAMGold Corporate, dated September 30, 2004
99.(a)(8)*	Covenants Agreement between Gold Fields Limited, Mvelaphanda Resources Limited, Lexshell 579 Investments (Proprietary) Limited and Newshell 706 Limited, dated November 26, 2003
99.(a)(9)*	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)(10)*	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)(11)+	Letter to shareholders of Harmony Gold Mining Limited, dated November 3, 2004
99.(a)(12)+	Application to the Competition Tribunal of South Africa, including a Notice of Motion and Founding Affidavit, dated October 26, 2004
99.(a)(13)+	Application to the High Court of South Africa, dated October 28, 2004
99.(a)(14)+	Announcement advising that the Offer Response Document has been published and that holders of Gold Fields Shares should reject the Offer, dated November 3, 2004
99.(a)(15)+	Advertisement recommending that holders of Gold Fields Shares reject the Offer, dated November 3, 2004
99.(a)(16)+	Presentation given by Gold Fields in connection with the publication of its recommendation to reject the Offer and the Offer Response Document, dated November 3, 2004
99.(a)(17)+	Questions and answers with Ian Cockerill, dated November 3, 2004
99.(a)(18)+	Questions and answers with Nicholas Holland, dated November 3, 2004
99.(a)(19)+	Letter from the South African Securities Regulation Panel, dated November 3, 2004
99.(a)(20)+	Press release, dated November 4, 2004, of a letter from Ian Cockerill to Bernard Swanepoel, dated November 3, 2004
99.(a)(21)+	Press release urging rejection of the Offer and advising holders of Gold Fields shares that the Gold Fields Board believes the Offer to be coercive, dated November 4, 2004
99.(a)(22)°	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)(23)°	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
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99.(a)(25)°	Transcript of presentation given by Gold Fields, dated November 3, 2004
99.(a)(26)°	Transcript of conference call hosted by Gold Fields, dated November 3, 2004
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

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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

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Exhibit	Description
99.(e)(12) 99.(e)(13)+	The GF Non-Executive Director Share Plan, adopted October 31, 2000 Deed of Amendment to the GF Non-Executive Share Plan, adopted December 6, 2002

° Filed herewith.

+ Previously filed.

* 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.

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: November 5, 2004

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