

GOLD FIELDS LTD
Form SC14D9C
November 29, 2004

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14D-9/C

**SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)
OF THE SECURITIES EXCHANGE ACT OF 1934**

GOLD FIELDS LIMITED
(Name of Subject Company)

GOLD FIELDS LIMITED
(Name of Person(s) Filing Statement)

Ordinary Shares of par 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 Farrel
24 St Andrews Road
Parktown, 2193
South Africa
011-27-644-2400

(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
England
011-44-20-7456-2000

Scott V. Simpson
Ann Beth Bejgrowicz
Skadden, Arps, Meagher & Flom (UK) LLP
40 Bank Street, Canary Wharf
London E14 5DS
England
011-44-20-7519-7000

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

TABLE OF CONTENTS

SIGNATURE

EXHIBIT INDEX

EX-99.1

EX-99.2

Table of Contents

ITEM 9. EXHIBITS.

Exhibit	Description
99.1	Gold Fields press release regarding ruling by the South African Securities Regulation Panel, dated November 29, 2004
99.2	Gold Fields press release regarding the results of the early settlement offer to Gold Fields shareholders by Harmony Gold Mining Company Limited, dated November 29, 2004

Table of Contents

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 29, 2004

3

Table of Contents

EXHIBIT INDEX

Exhibit	Description
99.1	Gold Fields press release regarding ruling by the South African Securities Regulation Panel, dated November 29, 2004
99.2	Gold Fields press release regarding the results of the early settlement offer to Gold Fields shareholders by Harmony Gold Mining Company Limited, dated November 29, 2004