GOLD FIELDS LTD
Form SC 14D9/A
May 18, 2005

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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. 26)

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)

Copy to:

Jennifer M. Schneck
Linklaters
One Silk Street
London EC2Y 8HQ

Scott V. Simpson
Ann Beth Bejgrowicz
Skadden, Arps, State, Meagher & Flom (UK) LLP
40 Bank Street, Canary Wharf

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011-44-20-7456-2000

London E14 5DS
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011-44-20-7519-7000

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

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This Amendment No. 26 (**Amendment No. 26**) amends and supplements the Schedule 14D-9 (the **Schedule 14D-9**), as amended, initially filed by Gold Fields with the Securities and Exchange Commission (the **SEC**) on December 7, 2004 relating to the Subsequent Offer. Except as otherwise defined herein, capitalized terms shall have the meaning given to them in the Schedule 14D-9.

This Amendment No. 26 amends and supplements Item 8 as follows:

ITEM 8. ADDITIONAL INFORMATION TO BE FURNISHED

Shareholder Communications

On May 18, 2005, Gold Fields issued a press release regarding the offer by Harmony. A copy of this press release has been filed herewith as Exhibit 99.(a)(50) and is hereby incorporated herein by this reference.

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This Amendment No. 26 amends and restates Item 9 as follows:

ITEM 9. EXHIBITS

Exhibit	Description
99.(a)(1)*	Covenants Agreement between Gold Fields Limited, Mvelaphanda Resources Limited, Lexshell 579 Investments (Proprietary) Limited and Newshelf 706 Limited, dated November 26, 2003
99.(a)(2)*	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)(3)*	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)(4)+	Application to the Competition Tribunal of South Africa, including a Notice of Motion and Founding Affidavit, dated October 26, 2004
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99.(a)(6)+	Letter from the South African Securities Regulation Panel, dated November 3, 2004
99.(a)(7)++	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)(8)++	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
99.(a)(9)+++	Gold Fields press release announcing a ruling by the South African Securities Regulation Panel, dated November 8, 2004
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99.(a)(12)***	Amended Complaint filed in the United States District Court for the Southern District of New York, dated November 12, 2004
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99.(a)(14)	Gold Fields Notice of Appeal filed in the Competition Appeal Court of South Africa, dated November 19, 2004
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99.(a)(16)§	Order by the Competition Appeal Court of South Africa, dated November 26, 2004
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99.(a)(18)§	Order of the Constitutional Court of South Africa, dated December 1, 2004
99.(a)(19)#	Press release announcing that the proposed reverse takeover of IAMGold Corporation will not be completed, dated December 7, 2004
99.(a)(20)#	Press release rejecting suggestions made in the media by Harmony, dated December 9, 2004
99.(a)(21)#	Press release expressing concern over Harmony s delay in producing its Reserves Statement, dated December 10, 2004
99.(a)(22)#	Advertisement regarding Harmony s delay in delivering its Reserves Statement, dated December 10, 2004
99.(a)(23)#	Market and share performance data available on Gold Fields website
99.(a)(24)#	Advertisement regarding Harmony s delay in delivering its Reserves Statement, dated December 12, 2004
99.(a)(25)#	Gold Fields announcement regarding preliminary discussions relating to the Offer, dated December 20, 2004
99.(a)(26)#	Letter from Ian Cockerill to Gold Fields employees, dated December 21, 2004
99.(a)(27)#	Press release reiterating the Gold Fields Board s position that Harmony s offer should be abandoned, dated January 11, 2005
99.(a)(28)#	Gold Fields advertisement relating to the Harmony offer and the prospective competent persons report on Harmony s gold reserves, dated January 24, 2005
99.(a)(29)#	Press release regarding Harmony s extension of the Offer and waiver of its 50% minimum acceptance condition, dated January 28, 2005
99.(a)(30)#	Announcement of its second quarter 2005 financial results, dated January 31, 2005
99.(a)(31)#	Presentation regarding its second quarter 2005 financial results, dated January 31, 2005
99.(a)(32)#	Transcript of presentation given by Gold Fields regarding its second quarter 2005 financial results, dated January 31, 2005
99.(a)(33)#	Transcript of conference call held by Gold Fields regarding its second quarter 2005 financial results, dated January 31, 2005
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99.(a)(39)#	Advertisement relating to Harmony s offer and the prospective competent persons report on Harmony s gold reserves, dated March 7, 2005
99.(a)(40)#	Press release announcing that Gold Fields has withdrawn from the proceedings before the South African Securities Regulation Panel, dated March 16, 2005
99.(a)(41)#	Advertisement relating to Harmony s offer and the prospective competent persons report on Harmony s gold reserves, dated March 22, 2005
99.(a)(42)#	Advertisement relating to Harmony s offer and the prospective competent persons report on Harmony s gold reserves, dated March 28, 2005
99.(a)(43)#	Advertisement relating to Harmony s offer and the prospective competent persons report on Harmony s gold reserves, dated March 29, 2005
99.(a)(44)#	Advertisement relating to Harmony s offer and the prospective competent persons report on Harmony s gold reserves, dated April 15, 2005
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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
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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
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
99.(e)(12)	The GF Non-Executive Director Share Plan, adopted October 31, 2000
99.(e)(13)+	Deed of Amendment to the GF Non-Executive Share Plan, adopted December 6, 2002

° Filed herewith.

Previously filed.

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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.

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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: May 18, 2005

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