

GOLD FIELDS LTD
Form SC 13D/A
September 21, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

under the Securities Exchange Act of 1934

(Amendment No. 8)*

GOLD FIELDS LIMITED

(Name of Issuer)

American Depositary Shares, each representing one Ordinary Share of par value

Rand 0.50 each

Ordinary Shares of par value Rand 0.50 each

(Title of Class or securities)

American Depositary Shares: 38059T106

Ordinary Shares: 38059R100

(CUSIP Number)

**Denis Morozov
22 Voznesensky Pereulok
Moscow, 125993
Russia**

with a copy to:

**William A. Plapinger, Esq.
Sullivan & Cromwell LLP
1 New Fetter Lane
London EC4A 1AN
England
(011) (44) 20 7959-8900**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communication)

September 15, 2005

(Date of Event to Which This Filing Relates)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

(Continued on following pages)

CUSIP No. 38059T106 / 38059R100

| | | |
|---|--|---|
| 1 | Names of Reporting Persons MMC Norilsk Nickel | |
| | IRS Identification Nos. of Above Persons (entities only) Not Applicable (foreign entity) | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b) | |
| 3 | SEC Use Only | |
| 4 | Source of Funds (See Instructions) BK, WC | |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) | |
| 6 | Citizenship or Place of Organization Russian Federation | |
| Number of Shares Beneficially Owned by Each Reporting Person with | 7 | Sole Voting Power 0 |
| | 8 | Shared Voting Power 98,467,758 ordinary shares |
| | 9 | Sole Dispositive Power 0 |
| | 10 | Shared Dispositive Power 98,467,758 ordinary shares |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 98,467,758 ordinary shares | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | |
| 13 | Percent of Class Represented by Amount in Row (11) 20.0% | |
| 14 | Type of Reporting Person (See Instructions) HC | |

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CUSIP No. 38059T106 / 38059R100

| | |
|----------|---|
| 1 | Names of Reporting Persons Jenington International Inc. |
|----------|---|

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| | | |
|---|--|---|
| | IRS Identification Nos. of Above Persons (entities only) Not Applicable (foreign entity) | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b) | |
| 3 | SEC Use Only | |
| 4 | Source of Funds (See Instructions) AF | |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) | |
| 6 | Citizenship or Place of Organization British Virgin Islands | |
| Number of Shares Beneficially Owned by Each Reporting Person with | 7 | Sole Voting Power 0 |
| | 8 | Shared Voting Power 98,467,758 ordinary shares |
| | 9 | Sole Dispositive Power 0 |
| | 10 | Shared Dispositive Power 98,467,758 ordinary shares |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 98,467,758 ordinary shares | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | |
| 13 | Percent of Class Represented by Amount in Row (11) 20.0% | |
| 14 | Type of Reporting Person (See Instructions) CO | |

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CUSIP No. 38059T106 / 38059R100

| | |
|----------|--|
| 1 | Names of Reporting Persons Vladimir O. Potanin IRS Identification Nos. of Above Persons (entities only) Not Applicable (foreign entity) |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b) |
| 3 | SEC Use Only |

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| | | |
|---|---|---|
| 4 | Source of Funds (See Instructions) AF | |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) | |
| 6 | Citizenship or Place of Organization Russian Federation | |
| Number of Shares Beneficially Owned by Each Reporting Person with | 7 | Sole Voting Power 0 |
| | 8 | Shared Voting Power 98,467,758 ordinary shares (1) |
| | 9 | Sole Dispositive Power 0 |
| | 10 | Shared Dispositive Power 98,467,758 ordinary shares (1) |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 98,467,758 ordinary shares | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | |
| 13 | Percent of Class Represented by Amount in Row (11) 20.0% | |
| 14 | Type of Reporting Person (See Instructions) IN | |

(1) Pursuant to Rule 13d-4 of the Act, the filing of this statement shall not be construed as an admission that Mr. Potanin is, for the purpose of Sections 13(d) or 13(g) of the Act, the beneficial owner of 98,467,758 ordinary shares.

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CUSIP No. 38059T106/38059R100

| | |
|----------|---|
| 1 | Names of Reporting Persons Mikhail D. Prokhorov IRS Identification Nos. of Above Persons (entities only) Not Applicable (foreign entity) |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b) |
| 3 | SEC Use Only |
| 4 | Source of Funds (See Instructions) AF |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) |

| | | | |
|---|---|--------------------------|---------------------------------------|
| 6 | Citizenship or Place of Organization Russian Federation | | |
| Number of Shares Beneficially Owned by Each Reporting Person with | 7 | Sole Voting Power | 0 |
| | 8 | Shared Voting Power | 98,467,758 ordinary shares (2) |
| | 9 | Sole Dispositive Power | 0 |
| | 10 | Shared Dispositive Power | 98,467,758 ordinary shares (2) |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 98,467,758 ordinary shares | | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | | |
| 13 | Percent of Class Represented by Amount in Row (11) 20.0% | | |
| 14 | Type of Reporting Person (See Instructions) IN | | |

(2) Pursuant to Rule 13d-4 of the Act, the filing of this statement shall not be construed as an admission that Mr. Prokhorov is, for the purpose of Sections 13(d) or 13(g) of the Act, the beneficial owner of 98,467,758 ordinary shares.

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This Amendment No. 8 ("Amendment No. 8") amends and supplements the Statement on Schedule 13D originally filed on April 7, 2004, as amended by Amendment No. 1 thereto filed on August 6, 2004, Amendment No. 2 thereto filed on October 18, 2004, Amendment No. 3 thereto filed on December 17, 2004, Amendment No. 4 thereto filed on January 28, 2005, Amendment No. 5 thereto filed on April 19, 2005, Amendment No. 6 thereto filed on April 21, 2005 and Amendment No. 7 thereto filed on June 8, 2005 relating to the ordinary shares, par value Rand 0.50 per share (the "Shares"), of Gold Fields Limited, a company organized under the laws of the Republic of South Africa (the "Company"). The Schedule 13D, as amended, is referred to herein as the "Schedule 13D". Unless otherwise indicated, capitalized terms used but not defined herein have the meanings assigned to such term in the Schedule 13D.

Item 4. Purpose of Transaction

The last two paragraphs of Item 4 are hereby amended and restated as follows:

On May 10, 2005, the Company invited Norilsk Nickel to appoint two members to the board of directors of the Company. On June 7, 2005, Norilsk Nickel accepted the invitation and nominated two non-executive directors to fill two vacancies on the fifteen-member board of directors, namely, Artem Grigorian, an outside consultant to Norilsk Nickel and Sergei Stefanovich, Head of Strategy Development at Norilsk Nickel. On June 21, 2005, the said individuals were duly appointed as members of the board of directors of the Company. On August 17, 2005, the Company invited Norilsk Nickel to nominate a third member to the board of directors of the Company. On September 15, 2005, Norilsk Nickel accepted the invitation and nominated Mikhail Sosnovskiy, Advisor to the General Director of Norilsk Nickel, to become a member of the board of directors of the Company. Norilsk Nickel expects that Mr. Sosnovskiy will be elected to the board of directors of the Company at or immediately after the next annual general shareholders meeting of the Company in November 2005, in accordance with corporate governance procedures of the Company.

Except as set forth herein, no Reporting Person has any present plans or proposals that relate to or would result in the occurrence of any of the events specified in clauses (a) through (j) of the instructions to Item 4 of Schedule 13D. The Reporting Persons reserve the right to

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formulate plans or make proposals, and take such actions with respect to their investment in the Company, including any action that relates to or would result in the occurrence of any or all of the events specified in clauses (a) through (j) of Item 4 of Schedule 13D, and any other actions, as they may determine. The Reporting Persons intend to review continually their investment in the Company. Depending upon future evaluations of the business prospects of the Company and upon other developments, including but not limited to, general economic and business conditions and precious metal and stock market conditions, the Reporting Persons may determine to increase or decrease their equity position in the Company by acquiring additional Shares or disposing of some or all of the Shares they may hold.

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SIGNATURE

After reasonable 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.

Date: September 21, 2005

MMC NORILSK NICKEL

By: _____

Name:

Title:

JENINGTON INTERNATIONAL INC.

By: _____

Name:

Title:

VLADIMIR O. POTANIN

By: _____

Name: Vladimir O. Potanin

MIKHAIL D. PROKHOROV

By: _____

Name: Mikhail Prokhorov

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EXHIBIT INDEX

- Exhibit A Officers and Directors of Reporting Persons#.
- Exhibit B Agreement Relating to Joint Filing of Schedule 13D.*
- Exhibit C Purchase Agreement.*
- Exhibit D Power of Attorney.*
- Exhibit E Facility Agreement.*

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Exhibit F Intercompany Purchase Agreement.**
Exhibit G Irrevocable Undertaking in Respect of a Proposal by Harmony Gold Mining Company Limited to Acquire All the Shares in Gold Fields Limited.***
Exhibit H Letter, dated January 26, 2005, from Bernard Swanepoel to Norilsk Nickel, received by facsimile transmission on January 28, 2005.****
Exhibit I Consent Letter, dated April 18, 2005, among JBVI, Norilsk Nickel and Harmony*****
Exhibit J Press Release issued by Norilsk Nickel on April 18, 2005*****
Exhibit K Share Subscription Agreement, dated April 18, 2005, between JBVI and Norilsk Nickel

* Filed with the initial statement on Schedule 13D on April 7, 2004.
** Filed with the Amendment No. 1 to Schedule 13D on August 6, 2004.
*** Filed with the Amendment No. 2 to Schedule 13D on October 18, 2004.
**** Filed with the Amendment No. 4 to Schedule 13D on January 28, 2005.
***** Filed with the Amendment No. 5 to Schedule 13D on April 19, 2005.
Restated as attached hereto.