

GOLD FIELDS LTD  
Form SC 14D9/A  
November 09, 2004

**UNITED STATES**

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

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**SCHEDULE 14D-9**

(Rule 14d-101)

**SOLICITATION/ RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

(AMENDMENT NO. 4)

**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**

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- 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. 4 ( **Amendment No. 4** ) amends and supplements the Schedule 14D-9 (the **Schedule 14D-9** ) initially filed by Gold Fields with the Securities and Exchange Commission (the **SEC** ) on November 3, 2004, as amended, 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. 4 amends and supplements Item 8 as follows:

**ITEM 8. ADDITIONAL INFORMATION TO BE FURNISHED**

**Legal Proceedings**

On November 9, 2004, the South African Securities Regulation Panel ( **SRP** ) released an announcement regarding its ruling relating to Harmony and MMC Norilsk Nickel. A copy of the SRP announcement is filed herewith as Exhibit 99.(a)(32) and is incorporated herein by this reference.

**Shareholder Communications**

On November 9, 2004, Gold Fields made the following public communications:

Gold Fields issued a press release highlighting discrepancies in published materials concerning Harmony's gold reserves. A copy of the press release is filed herewith as Exhibit 99.(a)(33) and is incorporated herein by this reference.

Gold Fields placed an advertisement in a number of publications recommending that holders of Gold Fields Shares reject the Offer. A copy of the advertisement has been filed herewith as Exhibit 99.(a)(34) and is hereby incorporated herein by this reference.

Gold Fields issued a press release responding to a presentation by Harmony, dated November 9, 2004. A copy of the advertisement has been filed herewith as Exhibit 99.(a)(35) and is hereby incorporated herein by this reference.

Chris Thompson, Chairman of Gold Fields, sent a letter to the shareholders of Gold Fields and Harmony urging Gold Fields shareholders to reject the Offer and urging Harmony shareholders to vote against the resolutions to be tabled at Harmony's shareholder meeting on November 12, 2004. A copy of the letter has been filed herewith as Exhibit 99.(a)(36) and is hereby incorporated herein by this reference.

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This Amendment No. 4 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 Newshelf 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  |
| 99.(a)(24)+ | Letter from Gold Fields to Harmony shareholders instructing them to vote against Harmony resolutions to be tabled at Harmony's November 12, 2004 shareholder meeting, dated November 5, 2004   |
| 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.(a)(27)+ | Gold Fields press release announcing a ruling by the South African Securities Regulation Panel, dated November 8, 2004   |
| 99.(a)(28)+ | A letter re-released on November 8, 2004, from Gold Fields to Harmony shareholders, dated November 3, 2004   |
| 99.(a)(29)+ | Letter from Gold Fields to its shareholders, dated November 8, 2004  |
| 99.(a)(30)+ | Investor script used by Computershare Investor Services 2004 (Proprietary) Limited to answer questions by Gold Fields shareholders   |
| 99.(a)(31)+ | Editorial by Ian Cockerill appearing in the <i>South African Sunday Times</i> on November 7, 2004  |
| 99.(a)(32)° | Announcement issued by the South African Securities Regulation Panel, dated November 9, 2004   |
| 99.(a)(33)° | Gold Fields press release relating to Harmony's gold reserves, dated November 9, 2004  |
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| 99.(a)(36)° | Letter from Chris Thompson, Chairman of Gold Fields, to Gold Fields and Harmony shareholders, dated November 9, 2004   |
| 99.(e)(1)+  | Agreement between Ian D. Cockerill and Gold Fields Guernsey Limited, effective March 1, 2004   |

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- 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

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| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---|
| 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.

\* 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

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Name: Nicholas J. Holland

Title: Executive Director and  
Chief Financial Officer

Date: November 9, 2004

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## EXHIBIT INDEX

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