

GOLD FIELDS LTD  
Form SC14D9C  
November 29, 2004

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

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**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)

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**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.**

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SIGNATURE

EXHIBIT INDEX

EX-99.1

EX-99.2

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**ITEM 9. EXHIBITS.**

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

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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

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