

RANDGOLD RESOURCES LTD
Form 20-F/A
April 18, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 20-F/A
Amendment No. 1**

- o **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**
OR
- þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2010**
OR
- o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
OR
- o **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report _____

For the transition period from _____ to _____

Commission file number: 000-49888

RANDGOLD RESOURCES LIMITED

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

JERSEY, CHANNEL ISLANDS

(Jurisdiction of incorporation or organization)

3rd Floor Unity Chambers, 28 Halkett Street, St. Helier, Jersey JE2 4WJ, Channel Islands

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class

Name of each exchange on which registered

Ordinary Shares, par value US \$0.05 per Share*

Nasdaq Global Select Market

American Depositary Shares each represented
by one Ordinary Share

* Not for trading, but only in connection with the listing of American Depositary Shares on the Nasdaq Global Select Market pursuant to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the Annual Report.

As of December 31, 2010, the Registrant had outstanding 91,089,370 ordinary shares, par value \$0.05 per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If the report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Explanatory Note:

We are filing this Amendment No. 1 (the Amendment No. 1) to our Annual Report on Form 20-F for the fiscal year ended December 31, 2010 (the Original Form 20-F), as filed with the Securities and Exchange Commission (the Commission) on March 31, 2011 to correct the beneficial ownership table in Item 7.A Major Shareholders. This Amendment No. 1 amends and restates Item 7. Major Shareholders and Related Party Transactions of Part I of the Original Form 20-F.

Pursuant to the rules of the Commission, Item 19 of Part III of the Original Form 20-F has been amended to contain the currently-dated certifications from our principal executive officer and principal financial officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002.

In addition, this Amendment No. 1 is also being filed to correct a typographical error in the principal financial officer certification originally filed as Exhibit 13.2 with the Original Form 20-F. The revision to the principal financial officer certification has no effect on, and has not resulted in any changes to, the Company's audited financial statements or the Notes to the Financial Statements thereto for the year ended December 31, 2010, as previously reported in the Original Form 20-F.

Except for the revision to Item 7 and the new certifications filed herewith, no other changes have been made to the Original Form 20-F. The other information in the Original Form 20-F continues to speak as of the date of the Original Form 20-F, and we have not updated the disclosures contained therein to reflect any events which occurred at a date subsequent to the filing of the Original Form 20-F. Accordingly, this Amendment No. 1 should be read in conjunction with our filings with the Commission that are subsequent to the filing of the Original Form 20-F.

Part I

Item 7. Major Shareholders and Related Party Transactions

A. MAJOR SHAREHOLDERS

As of February 28, 2011, our issued share capital consisted of 91,097,370 ordinary shares with a par value of \$0.05 per share. To our knowledge we are not, directly or indirectly, owned or controlled by another corporation, any foreign government or other person.

The following table sets forth information regarding the beneficial ownership of our ordinary shares as of February 28, 2011, by:

Any person of whom the directors are aware that is interested directly or indirectly in 3% or more of our ordinary shares;

Each of our directors; and

All of our executive officers and directors as a group.

Beneficial ownership is determined in accordance with the rules of the Commission and generally includes voting or investment power with respect to securities. Ordinary shares issuable pursuant to options, to the extent the options are currently exercisable or convertible within 60 days of February 28, 2011, are treated as outstanding for computing the percentage of the person holding these securities but are not treated as outstanding for computing the percentage of any other person.

Unless otherwise noted, each person or group identified possesses sole voting and investment power with respect to the shares, subject to community property laws where applicable. Unless indicated otherwise, the business address of the beneficial owners is: Randgold Resources Limited, 3rd Floor Unity Chambers, 28 Halkett Street, St. Helier, Jersey JE2 4WJ, Channel Islands.

| Holder | Shares Beneficially Owned | |
|--|----------------------------------|----------|
| | Number | % |
| D.M. Bristow | 697,584 | 0.77 |
| G.P. Shuttleworth | 28,000 | 0.03 |
| N.P. Cole Jr. | 4,572 | 0.01 |
| C. Coleman | 3,800 | 0.00 |
| K. Dagdelen | 400 | 0.00 |
| R.I. Israel | 38,463 | 0.04 |
| P. Liétard | 34,027 | 0.04 |
| K. Voltaire | 4,572 | 0.01 |
| BNY (Nominees) Limited (1) 30 Cannon Street London EC4M XH | 60,158,282 | 66.04 |
| Wells Fargo & Company (2) 420 Montgomery Street San Francisco, CA 94104 | 4,685,031 | 5.14 |
| FMR LLC(3) 82 Devonshire Street, Boston, MA 02109 | 11,812,915 | 12.97 |
| BlackRock Inc.(4) 40 East 52nd Street New York, NY 10022 | 10,622,151 | 11.66 |
| Van Eck Associates Corporation(5) 335 Madison Ave, 19th Floor New York, NY 10017 | 5,939,876 | 6.53 |
| Directors and executive officers (6) | 792,293 | 0.87 |

- (1) Shares held by BNY (Nominees) Limited are held for and on behalf of our ADS holders.
- (2) Wells Fargo & Company reported in its Schedule 13G filed with the Commission on January 25, 2011 that its beneficial ownership in us amounted to 4,685,031 ordinary shares (5.15%) on a consolidated basis. These shares are included in the shares held by BNY (Nominees) Limited.
- (3) FMR LLC reported in its Schedule 13G/A filed with the Commission that as at February 14, 2011 its beneficial ownership in us amounted to 11,812,915 ordinary shares (12.98%) on a consolidated basis. These shares are included in the shares held by BNY (Nominees) Limited.

- (4) BlackRock Inc. reported in its Schedule 13G/A filed with the Commission on January 10, 2011 that its beneficial ownership in us amounted to 10,622,151 ordinary shares (11.67%) on a consolidated basis. These shares are included in the shares held by BNY (Nominees) Limited.
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(5) Van Eck Associates Corporation reported in its Schedule 13G filed with the Commission on February 14, 2011 that its beneficial ownership in us amounted to 5,939,876 ordinary shares (6.53%) on a consolidated basis. These shares are included in the shares held by BNY (Nominees) Limited.

(6) No executive officer beneficially owns in excess of 1% of the outstanding ordinary shares.

To the knowledge of management, none of the above shareholders hold voting rights which are different from those held by our other shareholders.

As of February 28, 2011, there were 4 record holders of our ordinary shares in the United States, holding an aggregate of 1,691 ordinary shares or 0.0%.

As of February 28, 2011, there were 51 record holders of our ADSs in the United States, holding an aggregate of 60,160,282 ADSs or 100%.

B. RELATED PARTY TRANSACTIONS

None of our directors, officers or major shareholders or, to our knowledge, their families, had any interest, direct or indirect, in any transaction during the last fiscal year or in any proposed transaction which has affected or will materially affect us or our investment interests or subsidiaries, other than as stated below.

The Randgold Name

Under an agreement dated June 26, 1997, Randgold & Exploration Group has licensed us to carry on business under the name Randgold. The license has been provided to us on a royalty free perpetual basis. The U.K. Trademark Registry granted a registration certificate to us for Randgold on February 16, 2001.

C. INTERESTS OF EXPERTS AND COUNSEL

Not applicable.

PART III

Item 19. Exhibits

The following exhibits are filed as part of this Annual Report:

| Exhibit No. | Exhibit |
|-------------|---|
| 1.1* | Memorandum of Association of Randgold Resources Limited, as amended. |
| 1.2* | Articles of Association of Randgold Resources Limited, as amended. |
| 2.1 | Memorandum of Association of Randgold Resources Limited, as amended (see Exhibit 1.1). |
| 2.2+++ | Form of Amended and Restated Deposit Agreement, dated as of October 14, 2009, among Randgold Resources Limited, The Bank of New York as Depository, and owners and holders from time to time of American Depositary receipts issued thereunder. |
| 2.3+++ | Form of American Depositary Receipt. |
| 2.4* | Excerpts of relevant provisions of the Companies (Jersey) Law 1991. |
| 2.5* | Shareholder s Agreement (English translation), dated June 23, 2000, between the Government of Mali and Morila Limited. |
| 4.1* | Deed Governing the Relationship Between the Parties Upon Admission between Randgold & Exploration Company Limited and Randgold Resources Limited, dated June 26, 1997 (Relationship Agreement). |
| 4.2* | License Agreement, dated June 26, 1997, between Randgold & Exploration Company Limited and Randgold Resources Limited. |
| 4.3* | Agreement, dated December 21, 1999, between Société des Mines de Morila SA, Randgold Resources Limited and Morila Limited (loan from Randgold Resources Limited to Morila Limited). |
| 4.4* | Sale of Shares Agreement, dated May 29, 2000, between AngloGold Limited, Randgold Resources Limited and Randgold Resources (Morila) Limited. |
| 4.5* | Joint Venture Agreement, dated May 29, 2000, between AngloGold Limited and Randgold Resources Limited. |
| 4.6* | Operator Agreement, dated May 29, 2000, between Société des Mines de Morila SA and AngloGold Services Mali SA. |
| 4.7* | Cession of Shareholder s Loan Memorandum of Agreement, dated July 3, 2000, between Randgold Resources Limited and AngloGold Morila Holdings Limited. |
| 4.8* | Deferred Terms Agreement by and between Société des Mines de Morila SA and Rolls-Royce Power Ventures Limited, dated February 25, 2000. |
| 4.9* | Deed of Guarantee, dated August 25, 2000, between Randgold Resources Limited, Randgold & Exploration Company Limited and SYPPS. |

- 4.10* Deferred Terms Agreement by and between Société des Mines de Morila SA and Rolls-Royce Power Ventures Limited, dated December 9, 1999.
 - 4.11* Deed of Guarantee given under the Morila Deferred Terms Agreement, dated March 3, 2000, between Randgold Resources Limited, Randgold & Exploration Company Limited and Mopps.
 - 4.12* Morila Exploitation Permit (English translation).
 - 4.13* Transfer of Morila Exploitation Permit from Randgold Resources Limited to Morila SA.
 - 4.14* Randgold Resources Limited Share Option Scheme.
 - 4.15+ Structured Precious Metals Option and Loan Confirmation, dated August 30, 2002, between Randgold Resources Limited and NM Rothschild & Sons Limited.
 - 4.16+ Third Contract of Employment between Randgold Resources Limited and Roger Ainsley Ralph Kebble.
 - 4.17+ Services Agreement between Randgold & Exploration Company Limited and Randgold Resources Limited, dated February 2, 2003.
 - 4.18++ Shareholder Loan Agreement, dated August 1, 2004, between Randgold Resources Limited and Randgold Resources (Somilo) Limited.
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| Exhibit No. | Exhibit |
|-------------|---|
| 4.19++ | Termination Agreement, dated November 9, 2004, between Randgold Resources Limited and Mr. R.A.R. Kebble. |
| 4.20++ | Deed of Assignment, dated December 20, 2004, between Randgold Resources Limited and Société des Mines de Loulo S.A. |
| 4.21++ | International Swap Dealers Association Inc. Master Agreement, dated December 21, 2004, between Randgold Resources Limited and Absa Bank Limited. |
| 4.22++ | Amendment to Shareholders Loan Agreement, between Randgold Resources Limited and Randgold Resources (Somilo) Limited. |
| 4.23# | Fifth Contract of Employment, dated January 31, 2005, between Randgold Resources Limited and Dennis Mark Bristow. |
| 4.24§ | Mining Contract Agreement, dated February 15, 2005, between Société des Mine de Loulo S.A and BCM Mali S.A. |
| 4.25§ | Third Contract of Employment, dated April 20, 2006, between Randgold Resources Limited and Roger A. Williams. |
| 4.26# | International Swap Dealers Association Inc. Master Agreement and Schedule thereto, dated April 23, 2007, between Fortis Bank NV/SA Limited and Randgold Resources Limited. |
| 4.27# | International Swap Dealers Association Inc. Novation Agreement, dated April 23, 2007, between Randgold Resources Limited, Société Générale and Fortis Bank NV/SA. |
| 4.28# | Revolving Credit Facility Agreement, dated May 1, 2007, among Randgold Resources (Somilo) Limited, Randgold Resources Limited, various Banks and Other Financial Institutions and NM Rothschild & Sons Limited. |
| 4.29# | Charge Over Shares, dated May 8, 2007, between Randgold Resources Limited and NM Rothschild & Sons Limited. |
| 4.30# | Charge Over Shares, dated May 8, 2007, between Mining Investments (Jersey) Limited and NM Rothschild & Sons Limited. |
| 4.31# | Deed of Guarantee and Indemnity, dated May 8, 2007, between Randgold Resources Limited and NM Rothschild & Sons Limited. |
| 4.32# | Deed of Guarantee and Indemnity, dated May 8, 2007, between Société des Mines de Loulo S.A. and NM Rothschild & Sons Limited. |
| 4.33# | Deed of Assignment, dated May 8, 2007, between Randgold Resources Limited and NM Rothschild & Sons Limited. |
| 4.34# | |

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Registered Share Pledge Agreement, dated May 9, 2007, between Randgold Resources (Somilo) Limited and NM Rothschild & Sons Limited.

- 4.35## Joint Venture Agreement, dated April 4, 2008, between New Mining CI and Randgold Resources (Côte d Ivoire) Limited.
- 4.36### Addendum to the Joint Venture Agreement, dated April 4, 2008, between New Mining CI and Randgold Resources (Côte d Ivoire) Limited.
- 4.37### Employment Contract, dated April 28, 2008, between Randgold Resources Limited and Dennis Mark Bristow.
- 4.38### First Contract of Employment, dated April 28, 2007, between Randgold Resources Limited and Graham P. Shuttleworth.
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| Exhibit No. | Exhibit |
|-------------|--|
| 4.39### | Addendum to the Joint Venture Agreement, dated April 22, 2008, between AngloGold Ashanti Limited and Randgold Resources Limited. |
| 4.40### | Addendum to the Operatorship Agreement, dated April 22, 2008, between AngloGold Ashanti Limited, AngloGold Services Mali SA, Société des Mines de Morila SA and Mining Investments Jersey Limited. |
| 4.41% | Project Management Agreement between La Société d Opération Ivoirienne d Électricité (SOPIE) and Randgold Resources C.I. SARL, dated March 2009. |
| 4.42% | Letter Agreement, dated September 18, 2008, between Randgold Resources (Côte d Ivoire) Limited and New Mining Côte d Ivoire SARL. |
| 4.43% | Rules of the Randgold Resources Limited Restricted Share Scheme. |
| 4.44% | Contract of Employment, dated July 1, 2008, between Randgold Resources Limited and Graham P. Shuttleworth. |
| 4.45%% | Agreement between Randgold Resources Limited and AngloGold Ashanti Limited, dated July 16, 2009. |
| 4.46%% | Amendment, dated July 27, 2009, to Agreement between Randgold Resources Limited and AngloGold Ashanti Limited, dated July 16, 2009. |
| 4.47%% | Irrevocable Commitment from Randgold Resources Limited to Moto Goldmines Limited, dated July 27, 2009. |
| 4.48** | Arrangement Agreement, dated August 5, 2009, between Randgold Resources Limited, 0858065 B.C. Limited and Moto Goldmines Limited. |
| 4.49** | Protocole d Accord, dated October 31, 2009, between Randgold Resources Limited, AngloGold Ashanti Limited, Moto Goldmines Limited, Kibali Goldmines S.P.R.L. and the Government of the Democratic Republic of The Congo. |
| 4.50** | Share Purchase Agreement, dated October 31, 2009, between L Office des Mines de Kilo-Moto, Randgold Resources Limited, AngloGold Ashanti Limited, Moto Goldmines Limited, Border Energy Pty Limited, Kibali (Jersey) Limited and Kibali Goldmines S.P.R.L. |
| 4.51*** | Agreement, dated July 26, 2010, between Randgold Resources and DTP Terrassement. |
| 4.52*** | Joint Venture Agreement, dated July 16, 2009, between Randgold Resources Limited and AngloGold Ashanti Limited. |
| 4.53*** | Appointment Letter, dated May 4, 2010, between Randgold Resources Limited and Philippe Liétard. |
| 4.54*** | Appointment Letter, dated May 4, 2010, between Randgold Resources Limited and Norborne Cole Jr. |

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- 4.55*** Appointment Letter, dated May 4, 2010, between Randgold Resources Limited and Christopher L Coleman.
- 4.56*** Appointment Letter, dated May 4, 2010, between Randgold Resources Limited and Robert I. Israel.
- 4.57*** Appointment Letter, dated May 4, 2010, between Randgold Resources Limited and Karl Voltaire.
- 4.58*** Appointment Letter, dated May 4, 2010, between Randgold Resources Limited and Kadri Dagdelen.
- 4.59*** Contract of Employment, dated August 3, 2010, between Randgold Resources Limited and Graham P. Shuttleworth.
- 8.1*** List of Subsidiaries.
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| Exhibit No. | Exhibit |
|-------------|--|
| 12.1**** | Certification by Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 12.2**** | Certification by Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 13.1*** | Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 13.2**** | Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 15.1*** | Consent of BDO LLP. |
| 15.2**** | Consent of SRK Consulting. |
| * | Incorporated herein by reference to Registrant's Registration Statement on Form F-1 (File No. 333-90972), filed on June 21, 2002. |
| + | Incorporated by reference to Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2002. |
| ++ | Incorporated by reference to Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2004. |
| +++ | Incorporated by reference to Registrant's Registration Statement on Form F-6 (File No. 333-129147), filed on October 7, 2009. |
| § | Incorporated by reference to Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2005. |
| # | Incorporated by reference to Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2006. |
| ## | Incorporated by reference to Registrant's Registration Statement on Form F-3 (File No. 333-147648), filed on November 27, 2007. |
| ### | Incorporated by reference to Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2007. |
| % | Incorporated by reference to Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2008. |
| %% | Incorporated by reference to Registrant's Registration Statement on Form F-3 (File No. 333-160827), filed on July 27, 2009. |
| ** | Incorporated by reference to Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2009. |

*** Previously filed with the Original Form 20-F.

**** Filed herewith.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 to Annual Report on its behalf.

RANDGOLD RESOURCES LIMITED

By: /s/ D. Mark Bristow

Name: D. Mark Bristow

Title: Chief Executive Officer

Date: April 18, 2011

Exhibit Index

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