

GOLD FIELDS LTD

Form 6-K

March 07, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

**Report of Foreign Private Issuer**

**Pursuant to Rules 13a-16 or 15d-16 under**

the Securities Exchange Act of 1934

Dated 07 March 2014

Commission File Number: 001-31318

**GOLD FIELDS LIMITED**

(Translation of registrant's name into English)

150 Helen Rd.

Sandown, Sandton 2196

South Africa

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

Gold Fields Limited  
(Reg. No. 1968/004880/06)  
(Incorporated in the Republic of South Africa)  
("Gold Fields" or "the Company")

JSE, NYSE, DIFX Share Code: GFI  
ISIN Code: ZAE000018123

**DEALING IN SECURITIES BY DIRECTORS OF GOLD FIELDS LIMITED AND MAJOR SUBSIDIARIES.**

In compliance with paragraphs 3.63 to 3.74 of the Listings Requirements of JSE Limited ("the Listings Requirements") we hereby advise that Mr PA Schmidt, a director of Gold Fields Limited, Mr KFL Moabelo, a director of a major subsidiary Gold Fields Operations, Mr R Weston, a director of a major subsidiary Gold Fields Australasia Limited, and Ms TL Harmse, Company Secretary of Gold Fields Limited, sold all or some of their shares which were awarded to them in terms of The Gold Fields Limited 2005 Share Plan and the Gold Fields Limited 2012 Plan, as amended.

**PVRS** are conditionally awarded and the actual number of PVRS which should be settled to a participant three years after the original award date is determined by the company's performance measured against the performance of five other major gold mining companies (the peer group) based on the relative change in the Gold Fields share price compared to the basket of respective US dollar share prices of the peer group. The number of shares to be settled will range from 0% to 300% of the conditional award

**Bonus Shares** are linked to the annual bonus whereby the equivalent of two-thirds of the cash bonus is granted in Bonus Shares.

Details of the transactions are set out below:

**PA Schmidt**

Nature of transaction  
On market sale of shares in terms of the above 2005 scheme  
Transaction Date  
05 March 2014  
Number of Shares  
37,510  
Class of Security

Ordinary Shares

Market Price per Share

R40.5889

Total Value

R1,522,489.64

Vesting Period

The award vests on the third anniversary following grant date

Nature of interest

Direct and Beneficial

**KFL Moabelo**

Nature of transaction

On market sale of shares in terms of the above 2005 scheme

Transaction Date

05 March 2014

Number of Shares

6,414

Class of Security

Ordinary Shares

Market Price per Share

R40.5889

Total Value

R260,337.20

Vesting Period

The award vests on the third anniversary following grant date

Nature of interest

Direct and Beneficial

**KFL Moabelo**

Nature of transaction

Off market acquisition of shares in terms of the above 2005 scheme

Transaction Date

05 March 2014

Number of Shares

8,859

Class of Security

Ordinary Shares

Market Price per Share

R41.0241

Total Value

R363,432.50

Vesting Period

The award vests on the third anniversary following grant date

Nature of interest

Direct and Beneficial

**R Weston**

Nature of transaction

On market sale of shares in terms of the above 2005 scheme

Transaction Date

05 March 2014

Number of Shares

23,990

Class of Security

Ordinary Shares

Market Price per Share

R40.5889

Total Value

R973,727.71

Vesting Period

The award vests on the third anniversary following grant date

Nature of interest

Direct and Beneficial

**R Weston**

Nature of transaction

On market sale of shares in terms of  
the above 2012 scheme

Transaction Date

05 March 2014

Number of Shares

13,391

Class of Security

Ordinary Shares

Market Price per Share

R40.5889

Total Value

R543,525.96

Vesting Period

Bonus shares vest in equal parts on  
12 months and 18 months of the Grant

Date

Nature of interest

Direct and Beneficial

**TL Harmse**

Nature of transaction

On market sale of shares in terms of  
the above 2005 scheme

Transaction Date

05 March 2014

Number of Shares

1,522

Class of Security

Ordinary Shares

Market Price per Share

R40.5889

Total Value

R61,776.30

Vesting Period

The award vests on the third  
anniversary following grant date

Nature of interest

Direct and Beneficial

**TL Harmse**

Nature of transaction

Off market acquisition of shares in terms of the above 2005 scheme

Transaction Date

05 March 2014

Number of Shares

2,102

Class of Security

Ordinary Shares

Market Price per Share

R41.0241

Total Value

R86,232.66

Vesting Period

The award vests on the third anniversary following grant date

Nature of interest

Direct and Beneficial

In terms of paragraph 3.66 of the Listings requirements the necessary clearance to deal in the above securities has been obtained.

06 March 2014

Sponsor:

JP Morgan Equities Limited

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on

its behalf by the undersigned, thereunto duly authorised.

GOLD FIELDS LIMITED

Dated: 07 March 2014

By:

/s/ Nicholas J. Holland

Name:

Nicholas J. Holland

Title:

Chief Executive Officer