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ANGLOGOLD ASHANTI LTD
Form SC 13D/A
June 13, 2008

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 14)*

ANGLOGOLD ASHANTI LIMITED

(Name of Issuer)

ORDINARY SHARES

(Title of Class of Securities)

035128206

(CUSIP Number)

Nicholas Jordan
Company Secretary
Anglo American plc
20 Carlton House Terrace
London SW1Y 5AN
United Kingdom
011-44-20-7968-8888

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

June 9, 2008

(Date of Event Which Requires Filing of this Statement)

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 ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7(b) for other parties to whom copies are to be sent.

* 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.

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).

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SCHEDULE 13D

CUSIP No. 035128 20 6

1 NAME OF REPORTING PERSONS ANGLO AMERICAN PLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION: England and Wales

7 SOLE VOTING POWER
NONE
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER
57,175,183 (1)

9 SOLE DISPOSITIVE POWER
NONE

10 SHARED DISPOSITIVE POWER
57,175,183 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
57,175,183 (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
19.8% (2)

14 TYPE OF REPORTING PERSON (See Instructions)
CO

(1) Includes 11,172,254 share subscription rights exercisable for Ordinary Shares. Pursuant to Rule 13d-3(d)(1)(i) of the Securities and Exchange Commission, the Ordinary Shares issuable upon exercise of such share subscription rights are deemed to be beneficially owned by the Reporting Persons, since such share subscription rights are exercisable within 60 days of the filing date of this amended Statement on Schedule 13D.

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- (2) Based on 288,917,261 Ordinary Shares outstanding, which includes 277,745,007 Ordinary Shares outstanding as of March 31, 2008, plus 11,172,254 Ordinary Shares issuable upon the exercise of the 11,172,254 share subscription rights beneficially owned by the Reporting Persons. Pursuant to Rule 13d-3(d)(1)(i) of the Securities and Exchange Commission, Ordinary Shares issuable upon exercise of share subscription rights held by the Reporting Persons are deemed to be "outstanding" for purposes of calculating the percentage of the Ordinary Shares held by the Reporting Persons, while Ordinary Shares issuable upon exercise of share subscription rights held by persons other than the Reporting Persons are deemed not to be outstanding for such calculation. Assuming the exercise of all outstanding share subscription rights (including the exercise thereof by the Reporting Persons and other shareholders of the issuer) the Reporting Issuer would hold approximately 16.5% of the Ordinary Shares outstanding.

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SCHEDULE 13D

CUSIP No. 035128 20 6

| | |
|--|---|
| ----- | |
| 1 | NAME OF REPORTING PERSONS ANGLO SOUTH AFRICA CAPITAL (PTY) LTD. |
| ----- | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) |
| | (a) <input checked="" type="checkbox"/> |
| | (b) <input type="checkbox"/> |
| ----- | |
| 3 | SEC USE ONLY |
| ----- | |
| 4 | SOURCE OF FUNDS: NA |
| ----- | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [] |
| ----- | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: The Republic of South Africa |
| ----- | |
| | 7 SOLE VOTING POWER |
| | NONE |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 SHARED VOTING POWER |
| | 57,175,183 (1) |
| ----- | |
| | 9 SOLE DISPOSITIVE POWER |
| | NONE |
| ----- | |
| | 10 SHARED DISPOSITIVE POWER |
| | 57,175,183 (1) |
| ----- | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 57,175,183 (1) |
| ----- | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [] |

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.8% (2)

14 TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Includes 11,172,254 share subscription rights exercisable for Ordinary Shares. Pursuant to Rule 13d-3(d)(1)(i) of the Securities and Exchange Commission, the Ordinary Shares issuable upon exercise of such share subscription rights are deemed to be beneficially owned by the Reporting Persons, since such share subscription rights are exercisable within 60 days of the filing date of this amended Statement on Schedule 13D.
- (2) Based on 288,917,261 Ordinary Shares outstanding, which includes 277,745,007 Ordinary Shares outstanding as of March 31, 2008, plus 11,172,254 Ordinary Shares issuable upon the exercise of the 11,172,254 share subscription rights beneficially owned by the Reporting Persons. Pursuant to Rule 13d-3(d)(1)(i) of the Securities and Exchange Commission, Ordinary Shares issuable upon exercise of share subscription rights held by the Reporting Persons are deemed to be "outstanding" for purposes of calculating the percentage of the Ordinary Shares held by the Reporting Persons, while Ordinary Shares issuable upon exercise of share subscription rights held by persons other than the Reporting Persons are deemed not to be outstanding for such calculation. Assuming the exercise of all outstanding share subscription rights (including the exercise thereof by the Reporting Persons and other shareholders of the issuer) the Reporting Issuer would hold approximately 16.5% of the Ordinary Shares outstanding.

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This Amendment No. 14 ("Amendment No. 14") amends and restates the Statement on Schedule 13D, originally filed on November 21, 2003, and amended and supplemented on February 25, 2004 by Amendment No. 1, on May 10, 2004 by Amendment No. 2, on June 7, 2004 by Amendment No. 3, on June 21, 2004 by Amendment No. 4, on October 26, 2005 by Amendment No. 5, on February 22, 2006 by Amendment No. 6, on March 23, 2006 by Amendment No. 7, on April 11, 2006 by Amendment No. 8, on April 20, 2006 by Amendment No. 9, on May 22, 2006 by Amendment No. 10, on October 4, 2007 by Amendment No. 11, on October 11, 2007 by Amendment No. 12 and on May 12, 2008 by Amendment No. 13.

ITEM 1. SECURITY AND ISSUER.

This Statement on Schedule 13D, as amended from time to time (this "Statement"), relates to the ordinary shares, par value ZAR 0.25 per share (the "Ordinary Shares"), of AngloGold Ashanti Limited (formerly, AngloGold Limited), a corporation organized under the laws of the Republic of South Africa (the "Issuer"). The principal executive offices of the Issuer are located at 76 Jeppe Street, Newtown, Johannesburg, 2001 (PO Box 62117, Marshalltown, 2107) South Africa.

ITEM 2. IDENTITY AND BACKGROUND.

This Statement is being jointly filed by Anglo American plc and Anglo South Africa Capital (Proprietary) Limited (together, the "Reporting Persons").

Anglo American plc ("Anglo American"), a corporation incorporated under the laws of England and Wales, has its principal executive offices at 20 Carlton House

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Terrace, London SW1Y 5AN, United Kingdom and is a global leader in the mining and natural resource sectors.

Anglo South Africa Capital (Proprietary) Limited ("Anglo SA Capital"), a corporation incorporated under the laws of the Republic of South Africa, has its principal executive offices at 44 Main Street, Johannesburg, 2001, South Africa and is an indirect, wholly owned subsidiary of Anglo American.

Anglo SA Capital is a wholly owned subsidiary of Anglo South Africa (Pty) Ltd. ("ASA"), which is a wholly owned subsidiary of Anglo American South Africa Limited ("AASA"), which is a wholly owned subsidiary of Anglo American International S.a.r.l. ("AA International"), which is a wholly owned subsidiary of Anglo American (ASA, AASA, and AA International, collectively the "Holding Companies"). Other than pursuant to the directions received from Anglo American, none of the Holding Companies has or shares the voting power or investment power within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The directors and executive officers of each of Anglo American and Anglo SA Capital are set forth on Exhibit A attached hereto. Exhibit A sets forth the following information with respect to each such person: (i) name; (ii) business address; (iii) present principal occupation or employment and the name, principal business address of any corporation or other organization in which such employment is conducted; and (iv) citizenship.

During the last five years, none of the Reporting Persons or the Holding Companies nor, to the best knowledge of each of the Reporting Persons, any person named in Exhibit A attached hereto has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Exhibit A is incorporated herein by reference.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATIONS.

Not applicable.

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ITEM 4. PURPOSE OF TRANSACTION.

Anglo American is the largest shareholder of the Issuer.

In order to give the Issuer greater flexibility to pursue its strategic agenda, the Reporting Persons have decided to reduce their shareholding in the Issuer and no longer to seek to retain it as a subsidiary.

On February 22, 2006, Anglo American issued a press release stating the following in its entirety:

ANGLO AMERICAN ANNOUNCES PROPOSED PUBLIC SECONDARY OFFERING OF
ORDINARY SHARES OF ANGLOGOLD ASHANTI.

Anglo American plc ("Anglo American") today announces its intention to sell through a registered offering a portion of its ordinary shares of AngloGold Ashanti in the form of ordinary shares or American depositary shares, as one means of reducing its shareholding in AngloGold Ashanti. The offering would be made simultaneously in the US, South Africa and Europe. The offering is

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anticipated to occur at some time over the coming months, subject to market conditions.

Anglo American currently intends to remain a significant shareholder in AngloGold Ashanti in the medium term.

THIS COMMUNICATION DOES NOT CONSTITUTE OR FORM PART OF AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY SECURITIES OR OTHERWISE ENGAGE IN ANY INVESTMENT ACTIVITY, NOR WILL THERE BE ANY SALE OF THE SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION.

Certain statements contained herein may constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, risks associated with the transactions described above.

On March 23, 2006 Anglo SA Capital entered into a Registration Rights Agreement with the Issuer to facilitate the sale to the public of some or all of the Ordinary Shares held by Anglo SA Capital. The terms of the Registration Rights Agreement are discussed in Item 6 below.

On March 23, 2006 an "automatic shelf registration statement" as defined under Rule 405 of the Securities Act of 1933, as amended, on Form F-3 in respect of the Ordinary Shares of the Issuer and a preliminary prospectus was filed with the Securities and Exchange Commission. On March 24, 2006 a preliminary prospectus supplement relating to those Ordinary Shares was filed with the Securities and Exchange Commission, and on April 12, 2006 a final prospectus supplement relating to those Ordinary Shares was filed with the Securities and Exchange Commission. On April 20, 2006, Anglo SA Capital sold a portion of its holding of Ordinary Shares of the Issuer in a registered offering pursuant to this registration statement.

On April 10, 2006 Issuer and Anglo SA Capital entered into an Underwriting Agreement with Goldman, Sachs & Co. and UBS Limited as co-representatives of the several Underwriters named in Schedule I thereto pursuant to which Anglo SA Capital has agreed, subject to customary closing conditions, to sell up to 20,273,170 of the Ordinary Shares held by it in a registered offering pursuant to the registration statement referred to in the previous paragraph. The terms of the Underwriting Agreement are discussed in Item 6 below.

On April 20, 2006 Anglo SA Capital disposed of 19,685,170 of the Ordinary Shares of the Issuer. As a consequence of this disposition, the Reporting Persons' beneficial ownership of the outstanding Ordinary Shares of the Issuer was reduced to approximately 41.58%.

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On October 1, 2007, a preliminary prospectus supplement relating to the Ordinary Shares of the Issuer was filed with the Securities and Exchange Commission. On October 2, 2007, a final prospectus supplement relating to the Ordinary Shares of the Issuer was filed with the Securities and Exchange Commission.

On October 1, 2007 Issuer and Anglo SA Capital entered into an Underwriting Agreement with Goldman Sachs International and UBS Limited as representatives of the several Underwriters named in Schedule I thereto pursuant to which Anglo SA Capital has agreed, subject to customary closing conditions, to sell up to

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67,100,000 of the Ordinary Shares held by it in a registered offering pursuant to the preliminary prospectus supplement referred to in the previous paragraph. The terms of the Underwriting Agreement are discussed in Item 6 below.

On October 9, 2007, Anglo SA Capital disposed of 67,100,000 of the Ordinary Shares of the Issuer. As a consequence of this disposition, the Reporting Persons' beneficial ownership of the outstanding Ordinary Shares of the Issuer was reduced to approximately 17.3% as of October 9, 2007.

The representatives of Anglo American remaining on the Issuer's Board of Directors resigned from the Issuer's Board of Directors on October 9, 2007.

On May 30, 2008, the Issuer filed a prospectus supplement (the "Prospectus Supplement") to its prospectus, dated March 23, 2006, relating to the resale by Anglo SA Capital of up to 11,335,259 share subscription rights (or the equivalent number of American Depositary Share subscription rights), exercisable for up to 11,335,259 ordinary shares (or the equivalent number of American Depositary Shares) of the Issuer (such rights, the "Share Subscription Rights"). Anglo SA Capital received the Share Subscription Rights in a pro rata distribution to shareholders of the Issuer on June 9, 2008. For more information on the Share Subscription Rights, see the response to Item 5, below.

Anglo SA Capital may sell all or a portion of its remaining Share Subscription Rights, including in open market trading over the facilities of a stock exchange, in privately negotiated transactions or otherwise. Such sales may be pursuant to the Prospectus Supplement or in transactions exempt from the registration requirements of the Securities Act of 1933. Anglo SA Capital expects to exercise any Share Subscription Rights it does not sell.

Anglo American intends to dispose of its remaining shareholding in Ordinary Shares of the Issuer during the next several years.

The Reporting Persons intend to continuously review their holdings in the Issuer on a regular basis and, as a result thereof, in determining plans or proposals with respect to the Issuer, may at any time or from time to time determine, subject to the lock-up provisions contained in the Underwriting Agreement described in Item 6, to (a) dispose of any securities of the Issuer owned by them in the open market, in privately negotiated transactions or otherwise, in such quantities and at such times as may be determined from time to time, or (b) take any other available course of action, which could involve one or more of the types of transactions or have one or more of the results described in the next paragraph of this Item 4. In reaching any decision as to their course of action (as well as to the specific elements thereof), the Reporting Persons currently expect that they would take into consideration a variety of factors, including, but not limited to, the Issuer's business, financial condition and prospects, other developments concerning the Issuer and its equity financing requirements and its businesses generally, other developments and other business opportunities available to the Reporting Persons, developments with respect to the Reporting Persons' business and general economic outlook, changes in law and government regulations, general economic conditions, and money, currency, commodity and stock market conditions, including the market price of the securities of the Issuer.

Other than as set forth in this Statement, the Reporting Persons have no present plans or proposals which relate to or would result in any of the following (although the Reporting Persons reserve the right to develop such plans or proposals in the future): (i) the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer, (ii) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries, (iii) a sale or transfer of a material amount of assets of the Issuer or of any of its subsidiaries, (iv) any change in the present Board of Directors or management of

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the Issuer, (v) any material change in the present capitalization or dividend policy of the Issuer, (vi) any other material change in the Issuer's business or corporate structure, (vii) changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person, (viii) a class of securities of the Issuer being delisted from a national securities exchange or ceasing to be authorized to be quoted in

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an inter-dealer quotation system of a registered national securities association, (ix) a class of equity securities of the Issuer becoming eligible for termination of registration, or (x) any action similar to any of those enumerated above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The responses of the Reporting Persons to Rows (11) through (13) of the cover pages of this Statement are incorporated herein by reference. The Reporting Persons are the sole beneficial owners of 57,175,183 Ordinary Shares representing 19.8% of the outstanding Ordinary Shares. The calculation of the foregoing number of Ordinary Shares includes 11,172,254 Ordinary Shares issuable upon the exercise of the 11,172,254 Share Subscription Rights beneficially held by the Reporting Persons. The calculation of the foregoing percentage is based on 288,917,261 Ordinary Shares outstanding, which includes 277,745,007 Ordinary Shares outstanding as of March 31, 2008, as reported by the Issuer in its prospectus supplement dated May 30, 2008, and filed with the Securities and Exchange Commission on May 30, 2008 (the "Outstanding Shares"), plus 11,172,254 Ordinary Shares issuable upon the exercise of the 11,172,254 Share Subscription Rights beneficially owned by the Reporting Person. Pursuant to Rule 13d-3(d)(1)(i) of the Securities and Exchange Commission, Ordinary Shares issuable upon exercise of Share Subscription Rights held by the Reporting Persons are deemed to be "outstanding" for purposes of calculating the percentage of the Ordinary Shares held by the Reporting Persons, while Ordinary Shares issuable upon exercise of Share Subscription Rights held by persons other than the Reporting Persons are deemed not to be outstanding for such calculation. Assuming the exercise of all outstanding Share Subscription Rights (including the exercise thereof by the Reporting Persons and other shareholders of the issuer) the Reporting Issuer would hold approximately 16.5% of the Ordinary Shares outstanding.

Mr. G.G. Gomwe is a beneficial owner of 150 Ordinary Shares, including shares issuable upon exercise of Share Subscription Rights, and has sole voting and dispositive power with respect to such Ordinary Shares. The number of Ordinary Shares beneficially owned by Mr. Gomwe represents less than 0.1% of the Outstanding Shares.

As trustee of The BRO Trust, Mr. N.F. Oppenheimer shares with his fellow trustees the power to direct the receipt of dividends from, or the proceeds from the sale of, 5,447 Ordinary Shares, including shares issuable upon exercise of Share Subscription Rights, which represents less than 0.1% of the Outstanding Shares. The exercise of such power requires the unanimous approval of all trustees of The BRO Trust. Mr. Oppenheimer is not a beneficiary of The BRO Trust, which is a charitable trust.

Except as disclosed in this Item 5(a), none of the Reporting Persons or the Holding Companies nor, to the best of their knowledge, any of the persons listed on Exhibit A to this Statement beneficially owns any Ordinary Shares or has the right to acquire any Ordinary Shares.

(b) All decisions with respect to the voting and/or disposition of the Ordinary

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Shares owned by the Reporting Persons are currently made by the Board of Directors of Anglo American. Accordingly, Anglo American has the power to direct the voting and/or disposition of the Ordinary Shares held by Anglo SA Capital, and Anglo SA Capital has the power to vote and/or dispose of the Ordinary Shares (which power is exercised at the direction of Anglo American). The responses of the Reporting Persons to (i) Rows (7) through (10) of the cover pages of this Statement and (ii) Item 5(a) hereof are incorporated herein by reference.

(c) On June 9, 2008, Anglo SA Capital received from the Issuer a distribution of 11,335,260 Share Subscription Rights. Each Share Subscription Right is exercisable for one Ordinary Share of the Issuer, upon payment of an exercise price of 194 South African Rand (approximately \$23.89 based on the noon exchange rate of \$1=ZAR8.1200 reported by the Federal Reserve Bank of New York for June 12, 2008). According to their terms, each Share Subscription Right may be exchanged for one ADS subscription right (an "ADS Right"), exercisable for one American Depositary Share of the Issuer. Share Subscription Rights expire on July 4, 2008. ADS Rights expire on June 23, 2008.

On June 9, 2008, Anglo SA Capital sold 132,806 Share Subscription Rights over the facilities of the Johannesburg Securities Exchange at an average price per Share Subscription Right of 82.68 South African Rand (approximately \$10.51 at foreign exchange rates prevailing on that date). Also on June 9, 2008, Anglo SA Capital sold 30,200 ADS Rights over the facilities of the New York Stock Exchange at an average price per ADS Right of \$10.58.

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Except as disclosed in this Statement, none of the Reporting Persons or the Holding Companies nor, to the best of their knowledge, any of the persons listed on Exhibit A has effected any transaction in the Ordinary Shares during the past sixty days.

(d) To the best knowledge of the Reporting Persons, other than the Holding Companies, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Ordinary Shares beneficially owned by the Reporting Persons.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

On March 23, 2006 Anglo SA Capital entered into a Registration Rights Agreement (the "Registration Rights Agreement") with the Issuer to facilitate the sale to the public of some or all of the Ordinary Shares of the Issuer held by Anglo SA Capital as well as any securities into or for which the Ordinary Shares have been converted and any security issued with respect thereto upon any share dividend, split or similar event. The Registration Rights Agreement requires the Issuer to use all reasonable efforts to: file with the United States Securities and Exchange Commission, no later than March 27, 2006, a shelf registration statement on Form F-3, providing for one or more offerings to be made on a delayed basis of such number of Ordinary Shares of the Issuer as Anglo SA Capital may determine in its sole discretion; and file, upon demand by Anglo SA Capital, additional non-continuous registration statements on Form F-3 providing for offerings to be made on a non-delayed basis of the Ordinary Shares of the Issuer. The foregoing discussion of the Registration Rights Agreement is qualified in its entirety by reference to the Registration Rights Agreement incorporated by reference in Exhibit C hereto.

On April 10, 2006 Issuer and Anglo SA Capital entered into an Underwriting Agreement with Goldman, Sachs & Co. and UBS Limited as co-representatives of the

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several Underwriters named in Schedule I thereto. Under the Underwriting Agreement (i) Issuer agreed to issue and sell to purchasers procured by the Underwriters, or, failing that, to the Underwriters, an aggregate of 9,970,732 Ordinary Shares, and (ii) Anglo SA Capital agreed to sell to purchasers procured by the Underwriters or, failing that, to the Underwriters, an aggregate of 16,328,313 Ordinary Shares and, at the election of the Underwriters, up to 3,944,857 additional Ordinary Shares, subject, in each of cases (i) and (ii), to customary closing conditions. The Underwriters may elect to direct delivery of the shares, or take delivery of the shares themselves, in the form of Ordinary Shares or in the form of ADSs. Anglo SA Capital has also agreed to a lock-up provision therein whereby, subject to certain exceptions, it is restricted from offering or selling Ordinary Shares for a period of 270 days after the date of the prospectus filed in connection with the offering. The foregoing discussion of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement attached hereto as Exhibit D.

On October 1, 2007 Issuer and Anglo SA Capital entered into an Underwriting Agreement with Goldman Sachs International and UBS Limited as co-representatives of the Underwriters. Under the Underwriting Agreement Anglo SA Capital agreed to sell to purchasers procured by the Underwriters, or, failing that, to the Underwriters, an aggregate of 67,100,000 Ordinary Shares, subject to customary closing conditions. The Underwriters may elect to direct delivery of the shares, or take delivery of the shares themselves, in the form of Ordinary Shares or in the form of ADSs. Anglo SA Capital has also agreed to a lock-up provision therein whereby, subject to certain exceptions, it is restricted from offering or selling Ordinary Shares without the consent of the Underwriters for the period beginning from the date of the Underwriting Agreement until May 31, 2008 (inclusive). The foregoing discussion of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement attached hereto as Exhibit E.

On May 5, 2008, Anglo SA Capital entered into an irrevocable undertaking (the "Undertaking") with the Issuer under which Anglo SA Capital agreed to vote all of its Ordinary Shares, at a general meeting to be held on May 22, 2008, in favor of a resolution to authorize the Issuer to issue up to 71 million additional Ordinary Shares by way of a renounceable rights offering (the "Rights Offering"). Pursuant to the Rights Offering, Anglo SA Capital received 11,335,260 Share Subscription Rights on June 9, 2008. The foregoing discussion of the Undertaking is qualified in its entirety by reference to the undertaking attached hereto as Exhibit F.

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ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.

| Exhibit | Description |
|-----------|--|
| Exhibit A | Directors and Officers of Anglo American and Anglo SA Capital |
| Exhibit B | Anglo American plc press release (incorporated by reference to Exhibit B to Amendment No. 5, filed on October 26, 2005, to this Statement on Schedule 13D) |
| Exhibit C | Registration Rights Agreement, dated as of March 23, 2006, between Anglo SA Capital and Issuer (incorporated by reference to Exhibit C to Amendment No. 7, filed on March 23, 2006, to this Statement on Schedule 13D) |
| Exhibit D | Underwriting Agreement, dated as of April 10, 2006, among Anglo SA Capital, Issuer and Goldman, Sachs & Co. and UBS |

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Limited as co-representatives of the Underwriters named in Schedule I thereto (incorporated by reference to Exhibit D to Amendment No. 8, filed on April 11, 2006, to this Statement on Schedule 13D)

Exhibit E Underwriting Agreement, dated as of October 1, 2007, among Anglo SA Capital, Issuer and Goldman Sachs International and UBS Limited as representatives of the Underwriters named in Schedule I thereto (incorporated by reference to Exhibit E to Amendment No. 11 filed on October 4, 2007, to this Statement on Schedule 13D)

Exhibit F Undertaking, dated as of May 5, 2008, between Anglo SA Capital and the Issuer (incorporated by reference to Exhibit F to Amendment No. 13 filed on May 12, 2008, to this Statement on Schedule 13D).

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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.

Dated:

June 13, 2008

ANGLO AMERICAN PLC

/s/ Nicholas Jordan

Signature

Nicholas Jordan/Company Secretary

Name/Title

Dated:

June 13, 2008

ANGLO SOUTH AFRICA CAPITAL (PTY) LTD

By: ANGLO AMERICAN PLC

Pursuant to the Joint Filing Agreement

/s/ Nicholas Jordan

Signature

Nicholas Jordan/Company Secretary

Name/Title

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EXHIBIT INDEX

| Exhibit | Description |
|-----------|---|
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| Exhibit F | Undertaking, dated as of May 5, 2008, between Anglo SA Capital and the Issuer (incorporated by reference to Exhibit F to Amendment No. 13 filed on May 12, 2008, to this Statement on Schedule 13D). |

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EXHIBIT A

DIRECTORS AND EXECUTIVE OFFICERS OF ANGLO AMERICAN

The name, residence or business address, present principal occupation or employment, the name of any corporation or other organization in which such occupation or employment is conducted, together with his principal business address and the citizenship of the directors and executive officers of Anglo American plc are set forth below.

Name: Sir Mark Moody-Stuart (Chairman)
Citizenship: British
Business Address: 20 Carlton House Terrace, London SW1Y 5AN, United Kingdom
Principal Occupation: Chairman, Anglo American plc

Name: Ms. Cynthia Carroll (Chief Executive)

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Citizenship: USA
Business Address: 20 Carlton House Terrace, London SW1Y 5AN, United Kingdom
Principal Occupation: Chief Executive, Anglo American plc

Name: Mr R. Medori (Finance Director)
Citizenship: French
Business Address: 20 Carlton House Terrace, London SW1Y 5AB, United Kingdom
Principal Occupation: Finance Director, Anglo American plc

Name: Mr D.J. Challen (Non-Executive Director)
Citizenship: British
Business Address: 33 Canada Square, Canary Wharf, London E14 5LB, United Kingdom
Principal Occupation: Company Director

Name: Sir C.K. Chow (Non-Executive Director)
Citizenship: British
Business Address: MTR Headquarters Building, Telford Plaza, Kowloon Bay, Kowloon, Hong Kong
Principal Occupation: Director of Companies

Name: Dr C.E. Fay (Non-Executive Director)
Citizenship: British
Business Address: Merrifield, Links Road, Bramley, Guilford Surrey GU5 0AL United Kingdom
Principal Occupation: Director of Companies

Name: Sir Rob Margetts (Non-Executive Director)
Citizenship: British
Business Address: c/o Matlin Patterson, 7th Floor, Buchanan House, 3 St. James's Square, London SW1Y 4JU, United Kingdom
Principal Occupation: Chairman, Legal and General Group plc

Name: Mr N.F. Oppenheimer (Non-Executive Director)
Citizenship: South African
Business Address: De Beers House, corner Diamond Drive and Crownwood Road, Theta, Johannesburg, 2013, South Africa
Principal Occupation: Director and Chairman, De Beers S.A.

Name: Dr M.A. Ramphele (Non-Executive Director)
Citizenship: South African
Business Address: LG Building, 1 Thibault Square, Long Street, Cape Town, 8000, South Africa
Principal Occupation: Director of Companies

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Name: Mr F.T.M. Phaswana (Non-Executive Director)
Citizenship: South African
Business Address: P.O. Box 72501, Parkview, South Africa
Principal Occupation: Chairman, Transnet, Anglo Platinum Limited, South Africa

Name: Professor K.A.L.M. Van Miert (Non-Executive Director)
Citizenship: Belgium
Business Address: Puttestraat 10, B-1650 Beersel, Belgium
Principal Occupation: Director of Companies

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Name: Mr P. Woicke (Non-Executive Director)
Citizenship: German/USA
Business Address: 2737 Devonshire Pl. NW
Washington DC 20008
USA
Principal Occupation: Director of Companies

Name: R.J. King (Executive Officer)
Citizenship: British
Business Address: 20 Carlton House Terrace, London SW1Y 5AN, United
Kingdom
Principal Occupation: Chief Strategy Officer, Anglo American plc

Name: Mr. A.E. Redman (Executive Officer)
Citizenship: South African
Business Address: 44 Main Street, Johannesburg, 2001, South Africa
Principal Occupation: Technical Director, Anglo American plc

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DIRECTORS AND EXECUTIVE OFFICERS OF ANGLO SA CAPITAL

The name, residence or business address, present principal occupation or employment, the name of any corporation or other organization in which such occupation or employment is conducted, together with his principal business address and the citizenship of the directors and executive officers of Anglo SA Capital are set forth below.

Name: Mr. P.R.N. Arthur
Citizenship: South African
Business Address: 44 Main Street, Johannesburg, 2001, South Africa
Principal Occupation: Executive VP: General Counsel AASA

Name: Mr. P.M. Baum
Citizenship: South African
Business Address: 44 Main Street, Johannesburg, 2001, South Africa
Principal Occupation: CEO: Ferrous Metals and Industries Division,
Anglo American and Acting CEO AASA

Name: Mr. G.G. Gomwe
Citizenship: Zimbabwean
Business Address: 44 Main Street, Johannesburg, 2001, South Africa
Principal Occupation: Finance Director: AASA

Name: Mr. S. Mayet
Citizenship: South African & Canadian
Business Address: 45 Main Street, Johannesburg, 2001, South Africa
Principal Occupation: Head of Corporate Reporting

Name: Mr. N.B. Mbazima
Citizenship: Zambian
Business Address: 44 Main Street, Johannesburg, 2001, South Africa
Principal Occupation: Financial Director and Acting CEO Commercial Anglo
Platinum

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Name: Mr. A.E. Redman
Citizenship: South African
Business Address: 44 Main Street, Johannesburg, 2001, South Africa
Principal Occupation: Technical Director, Anglo American plc

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EXHIBIT B

Incorporated by reference to Exhibit B to Amendment No. 5, filed on October 26, 2005, to this Statement on Schedule 13D.

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EXHIBIT C

Incorporated by reference to Exhibit C to Amendment No. 7, filed on March 23, 2006, to this Statement on Schedule 13D.

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EXHIBIT D

Incorporated by reference to Exhibit D to Amendment No. 8, filed on April 11, 2006, to this Statement on Schedule 13D.

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EXHIBIT E

Incorporated by reference to Exhibit E to Amendment No. 11, filed on October 4, 2007, to this Statement on Schedule 13D.

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EXHIBIT F

Incorporated by reference to Exhibit F to Amendment No. 13, filed on May 12, 2008, to this Statement on Schedule 13D.

