

GOLD FIELDS LTD

Form 6-K

January 25, 2007

**FORM 6-K**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16**

**of the Securities Exchange Act of 1934**

For the month of January 2007

Commission File Number 1-31318

**Gold Fields Limited**

(Translation of registrant's name into English)

24 St. Andrews Rd.

Parktown, 2193

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...x... 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): \_\_\_\_\_

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ..... No ..x...

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- \_\_\_\_\_

Directors: A J Wright (Chairman), I D Cockerill

†  
(Chief Executive Officer), K Ansah

#  
, A Grigorian°, N J Holland

†  
(Chief Financial Officer), J M McMahon

†  
,  
J G Hopwood, D M J Ncube, R L Pennant-Rea

†  
, P J Ryan, T M G Sexwale, C I von Christierson

†  
British,

#  
Ghanaian, °Russian  
Corporate Secretary: C Farrel

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**MEDIA RELEASE**

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**US\$1.2 BILLION CAPITAL RAISING**

*Johannesburg, 25 January 2007.* Gold Fields Limited (Gold Fields) (NYSE, JSE, DIFX: GFI) today announces a capital raising by way of a private placement to institutional investors of new shares in the Company (the “Capital Raising”) to raise the ZAR-equivalent of up to US\$1,200 million. The Capital Raising will be undertaken as a Vendor Consideration Placing under the JSE Listings Requirements. In addition, an over-allotment option (the “Over-allotment Option”) has been granted by the Company pursuant to which it may issue up to an additional 15% (the “Over-allotment Shares”) of the number of shares

placed in terms of the Capital Raising in order to cover over-allotments, if any. All shares issued pursuant to the Capital Raising (including the Over-allotment Shares) will be new ordinary shares to be issued by the Company (the "New Shares"). The Capital Raising will take place at a price to be established no later than 30 January 2007 (however, the timing may be amended).

The proceeds of the Capital Raising will be used to repay debt incurred for purposes of Gold Fields' acquisition of Barrick Gold Corporation's 50 per cent interest in the South Deep asset and its rights under the joint venture agreement with Western Areas Limited.

The New Shares will, when issued, be credited as fully paid and will rank pari passu in all respects with the existing issued ordinary shares of the Company, including the right to receive future dividends and other distributions declared, made or paid after the date of their issue, including the right to participate in the interim dividend of 90 SA cents per Gold Fields share announced today. Application will be made for the New Shares to be admitted to trading on the JSE Limited.

ends

For further information, please contact:

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**South Africa**

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This announcement may not be distributed, directly or indirectly, in or into Canada, Australia or Japan. This announcement does not constitute or form part of an offer to sell or issue, or any solicitation of an offer to buy or subscribe for, any securities referred to herein. The Capital Raising and the distribution of this announcement and other information in connection with the Capital Raising in certain jurisdictions may be restricted by law and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The securities mentioned herein have not been, and will not be, registered under the U.S. Securities Act of 1933 (the "Securities Act"), and may not be offered or sold in the United States (as such term is defined in Regulation S under the Securities Act) unless they are registered under the Securities Act or pursuant to an exemption from registration. No public offer of the New Shares is being made in the United States.

Certain statements in this announcement constitute "forward looking statements" within the meaning of Section 27A of the US Securities Act of 1933 and Section 21E of the US Securities Exchange Act of 1934. Such forward looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Company to be materially different from the future results, performance or achievements expressed or implied by such forward looking statements. These factors include those discussed in our reports filed with the SEC. We undertake no obligation to update publicly or release any revisions to these forward looking statements to reflect events or circumstances after the date of this announcement or to reflect the occurrence of unanticipated events.

This communication is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 ("Order") or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). The New Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such New Shares will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents. Stabilisation/FSA

**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 authorized.

Date: 25 January 2007

**GOLD FIELDS LIMITED**

By:

Name: Mr W J Jacobsz

Title: Senior Vice President: Investor  
Relations and Corporate Affairs