

GOLD FIELDS LTD

Form 6-K

February 19, 2016

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 19 February 2016

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):

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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):

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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**

## **DEALINGS IN SECURITIES**

In compliance with paragraphs 3.63 to 3.74 of the Listings Requirements of JSE Limited ("the Listings Requirements"), shareholders are advised that Gold Fields Limited has granted on 1 December 2015 ("the Grant Date"), Conditional Shares to Mr NJ Muller a director of major subsidiaries, Gold Fields Operations Limited and GFI Joint Venture Holdings (Pty) Limited and accepted by Mr NJ Muller on 18 February 2016.

**Conditional Shares** are conditionally awarded and the actual number of Gold Fields shares which shall be settled to a participant three years after the original award date is determined in terms of the Rules of the Gold Fields Limited 2012 Share Plan.

Details of the transaction are set out below:

### **Name**

**NJ Muller**

Position

Director of Major Subsidiaries

Nature of transaction

Grant of Conditional Shares

Transaction Date

18 February 2016

Number of Shares

245 208

Class of Security

Ordinary shares

Market Price per share

R35.48

Total Value

R8,700,000

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.

19 February 2016

Sponsor:

JP Morgan Equities South Africa (Pty) Ltd

**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: 19 February 2016

By:

/s/ Nicholas J. Holland

Name:

Nicholas J. Holland

Title:

Chief Executive Officer