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GOLD FIELDS LTD
Form 425
November 09, 2004

Filed by Harmony Gold Mining Company Limited

Pursuant to Rule 165 and Rule 425 under the United States Securities Act of 1933, as amended

Subject Company: Gold Fields Limited

Commission File No. 333-119880

Date: November 9, 2004

Harmony Gold Mining Company Limited

(Incorporated in the Republic of South Africa)

(Registration number 1950/038232/06)

Share code: HAR ISIN: ZAE000015228

(Harmony)

WHILE GOLD FIELDS DITHERS,

HARMONY DELIVERS

SRP dismisses appeal by Gold Fields, calls to question independence of advisors

Yesterdays ruling by the Executive Committee of the Securities Regulation Panel (SRP) dismissing the appeal by Gold Fields Limited (Gold Fields) to have Harmony and JSC MMC Norilsk Nickel (Norilsk) declared concert parties in relation to the offers came as no surprise , said CE Bernard Swanepoel.

The offers have been reviewed by the relevant regulatory bodies, including the SRP and we also consulted with the US Securities and Exchange Commission (SEC) before we made our proposal to the Gold Fields board and Gold Fields shareholders said CE Bernard Swanepoel.

We have to seriously question the judgement of the Gold Fields board, to date it has largely based its response to Harmony s legitimate offers on highly obscure legal and regulatory actions aimed purely at frustrating the offers. The Gold Fields board has attempted to deny its shareholders

the right to consider the offers.

In addition, the Executive Director of the SRP has ruled that Goldman Sachs International and JPMorgan plc, the appointed external advisers to Gold Fields in relation to the offers, are not appropriate external advisers in relation to the offers for the purposes of the Securities Regulation Code on Takeovers and Mergers.

Harmony will tomorrow issue a document to Gold Fields shareholders illustrating the sustainable value creation of its offers and correcting the inaccurate claims to the contrary made by the Gold Fields board.

If you look beyond all of the lawsuits and other delaying actions by Gold Fields, the simple fact is that the combination of Harmony's renowned efficiencies with Gold Fields' higher grade ore body would bring value to both our shareholder bases, said CE Bernard Swanepoel. We firmly believe that this transaction is in the best interest of all stakeholders, and we are committed to ensuring that they all have the opportunity to review the facts of the proposed merger and judge its merit for themselves. What we have been hearing from both sets of shareholders confirms this.

The document outlines the basis on which the proposed merger would provide short to medium term shareholder value through sustainable cost savings of R17 billion (USD\$2.8 billion). Harmony's experience with other acquired mines, including two previously acquired from Gold Fields, suggests that cost savings could well equate to a market value of R23 billion (USD\$3.7 billion).

Harmony confirms that its shareholders will vote on the proposed merger on the 12th November 2004. The early settlement offer for 34.9% of Goldfields entire issued share capital will close on 26th November 2004.

Harmony will hold a presentation today detailing the report as follows:

SENS Disclosure

Harmony's report will be released on SENS at **15:30** Johannesburg time on November 9 and will simultaneously be disclosed on the company's web site at www.harmony.co.za

Johannesburg via video

Date : Tuesday 9 November 2004
Time : 15:30 for 15:45 Johannesburg time
Venue : Sandton Convention Centre Committee Room 4

Webcast

A live webcast of the presentation can be viewed on Harmony's web site at 15:45 pm Johannesburg time

Q&A dial-in

The following numbers have been set up to dial into the presentation:

South Africa Toll 011 535 3600
Toll-free 0800 200 648

Playback

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If you are unable to participate in the call, a replay recording will be available until midnight of November 16th 2004. To access the replay please dial:

South Africa 011 305 2030
Code 2090#

HARMONY: DELIVERING VALUE FOR SHAREHOLDERS

In connection with the proposed acquisition of Gold Fields, Harmony has filed a registration statement on Form F-4, which includes a preliminary prospectus and related exchange offer materials, to register the Harmony ordinary shares (including Harmony ordinary shares represented by Harmony American Depositary Shares (ADSs)) to be issued in exchange for Gold Fields ordinary shares held by Gold Fields shareholders located in the US and for Gold Fields ADSs held by Gold Fields shareholders wherever located, as well as a Statement on Schedule TO. ***Investors and holders of Gold Fields securities are strongly advised to read the registration statement and the preliminary prospectus, the related exchange offer materials and the final prospectus (when available), the Statement on Schedule TO and any other relevant documents filed with the Securities and Exchange Commission (SEC), as well as any amendments and supplements to those documents, because they will contain important information.*** Investors and holders of Gold Fields securities may obtain free copies of the registration statement, the preliminary and final prospectus (when available), related exchange offer materials and the Statement on Schedule TO, as well as other relevant documents filed or to be filed with the SEC, at the SEC's web site at www.sec.gov. The preliminary prospectus and other transaction-related documents may be obtained for free from MacKenzie Partners, Inc., the information agent for the U.S. offer, at the following address: 105 Madison Avenue, New York, New York 10016; telephone 1 (212) 929 5500 (call collect) or 1 (800) 322 2885 (toll-free call); e-mail proxy@mackenziepartners.com. Investors and security holders may obtain a free copy of the Form 20-F filed with the SEC on October 5, 2004, as amended, and any other documents filed with or furnished by the registrant.

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 hereunto duly authorized.

PEOPLES BANCORP INC.

Date: November 19, 2009 By: /s/ EDWARD G. SLOANE
Edward G. Sloane
Executive Vice President,
Chief Financial Officer and Treasurer

EXHIBIT INDEX

Exhibit Number	Description
99	News Release issued November 19, 2009

