

ANGLOGOLD ASHANTI LTD

Form 6-K

March 02, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16 OF

THE SECURITIES EXCHANGE ACT OF 1934

Report on Form 6-K dated March 2, 2012

Commission File Number 1-14846

AngloGold Ashanti Limited

(Name of registrant)

76 Jeppe Street

Newtown, 2001

(P.O. Box 62117, Marshalltown, 2107)

South Africa

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of 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):

Yes

No **X**

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):

Yes

No **X**

Indicate by check mark whether the registrant by furnishing the information contained in this Form 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**

Enclosure: Press release **GRANTING OF OPTIONS TO DIRECTORS AND COMPANY SECRETARY OF ANGLOGOLD ASHANTI LIMITED IN TERMS OF THE ANGLOGOLD SHARE INCENTIVE SCHEME**

AngloGold Ashanti Limited

(Incorporated in the Republic of South Africa \ Reg. No. 1944/017354/06)

ISIN No. ZAE000043485 – JSE share code: ANG \ CUSIP: 035128206 – NYSE share code: AU

Website: www.anglogoldashanti.com

News Release

2 March 2012

GRANTING OF OPTIONS TO DIRECTORS AND COMPANY SECRETARY OF ANGLOGOLD ASHANTI LIMITED IN TERMS OF THE ANGLOGOLD ASHANTI SHARE INCENTIVE SCHEME

In terms of the JSE Listings Requirement 3.63, we hereby provide the following information regarding the granting of options by the Company in terms of the AngloGold Ashanti Share Incentive Scheme to directors and company secretary.

Date of notification

:

1 March 2012.

Effective date of grant :

21 February 2012.

On 29 April 2005 (as amended on 2 May 2008), shareholders approved the introduction of two new incentive plans, the key terms of which were disclosed. The **Bonus Share Plan** (BSP) provides for the vesting of awards in two tranches – 40% in year one from date of grant and 60% in year two. If however during years one and two, no options were exercised, then an additional 20% of awards granted will be issued and be fully vested three years from date of grant, provided that the participant is still in the employ of the company at the dates of vesting. Awards granted in terms of the **Long-Term Incentive Plan** (LTIP) vests three years after date of grant, to the extent that the performance conditions under which the awards were granted are met

(1)

. LTIP awards vest on 21 February 2015. Any awards not exercised within 10 years from date of grant will lapse. The shares were allocated off market.

Strike price

:

NIL cost to participant in accordance with the rules of the above plans.

Class of security

:

Awards to acquire ordinary shares.

Type of interest

:

Direct beneficial.

Clearance was obtained in terms of 3.66 of the JSE Listings Requirements.

| | |
|------|-------------|
| Name | Designation |
|------|-------------|

Bonus Share
Plan

Long-Term
Incentive Plan

Market value
at date of
grant

(1)

Cutifani : M
Executive Director
and CEO

25,396
82,789 R35,548,509

Venkatakrisnan : S
Executive Director
and CFO

13,451
35,767 R16,172,542

Eatwell : L
Company Secretary

779

-

R255,971

Total off-market awards granted to directors
and company secretary

39,626
118,556 R51,977,022

Total off-market awards granted in 2012 in
terms of the

AngloGold Share Incentive Scheme
including the above:

941,745
970,560 R628,364,300

Number of Participants

1,671

158

Market value per award at date of grant

R328.59

R328.59

(1)

*The market value at the date of grant assumes that 100% of the LTIP criteria
will be achieved and the awards vest in full. However, since the introduction of the LTIP, the
percentage vesting is shown below:*

Year Granted

Year Vested

% Vesting

| | | |
|------|------|--|
| 2005 | 2008 | 40% |
| 2006 | 2009 | 40% (executives) and 45% (senior management) |
| 2007 | 2010 | 55% |
| 2008 | 2011 | 82% |

2009 2012 70%

Total number of ordinary shares currently held personally by the CEO, CFO and Company Secretary is 10,000; 10,351 and 130 respectively.

Johannesburg

JSE Sponsor: UBS Limited

ENDS

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Certain statements made in this communication, including, without limitation, those concerning the economic outlook for the gold mining industry, expectations regarding gold prices, production, cash costs and other operating results, growth prospects and outlook of AngloGold Ashanti's operations, individually or in the aggregate, including the completion and commencement of commercial operations of certain of AngloGold Ashanti's exploration and production projects and the completion of announced mergers and acquisitions transactions, AngloGold Ashanti's liquidity, capital resources and capital expenditure and the outcome and consequences of any litigation or regulatory proceedings or environmental issues, contain certain forward-looking statements regarding AngloGold Ashanti's operations, economic performance and financial condition. Although AngloGold Ashanti believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct. Accordingly, results could differ materially from those set out in the forward-looking statements as a result of, among other factors, changes in economic and market conditions, success of business and operating initiatives, changes in the regulatory environment and other government actions including environmental approvals and actions, fluctuations in gold prices and exchange rates, and business and operational risk management. For a discussion of certain of these and other factors, refer to AngloGold Ashanti's annual report for the year ended 31 December 2010, which was distributed to shareholders on 29 March 2011 and the company's 2010 annual report on Form 20-F, which was filed with the Securities and Exchange Commission in the United States on May 31, 2011. These factors are not necessarily all of the important factors that could cause AngloGold Ashanti's actual results to differ materially from those expressed in any forward-looking statements. Other unknown or unpredictable factors could also have material adverse effects on future results. AngloGold

Ashanti undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after today's date or to reflect the occurrence of unanticipated events. All subsequent written or oral forward-looking statements attributable to AngloGold Ashanti or any person acting on its behalf are qualified by the cautionary statements herein.

This communication may contain certain "Non-GAAP" financial measures. AngloGold Ashanti utilises certain Non-GAAP performance measures and ratios in managing its business. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, the reported operating results or cash flow from operations or any other measures of performance prepared in accordance with IFRS. In addition, the presentation of these measures may not be comparable to similarly titled measures other companies may use.

AngloGold Ashanti posts information that is important to investors on the main page of its website at www.anglogoldashanti.com and under the "Investors"

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.

AngloGold Ashanti Limited

Date: March 2, 2012

By:

/s/ L Eatwell

Name: L EATWELL

Title: Company Secretary