

GOLD FIELDS LTD
Form SC 14D9/A
December 21, 2004

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-9
(Rule 14d-101)

SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)

OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 5)

GOLD FIELDS LIMITED

(Name of Subject Company)

GOLD FIELDS LIMITED

(Name of Person(s) Filing Statement)

Ordinary Shares of nominal value Rand 0.50 each

American Depositary Shares, each representing one Ordinary Share
(Title of Class of Securities)

ZAE000018123 (Ordinary Shares)

38059T106 (American Depositary Shares)
(CUSIP Number of Class of Securities)

Cain Farell

**24 St. Andrews Road
Parktown, 2193
South Africa
011-27-11-644-2400**

*(Name, Address, and Telephone Number of Person
Authorized to Receive Notices and Communications
On Behalf of the Person(s) Filing Statement)*

Copy to:

**Jennifer M. Schneck
Linklaters
One Silk Street
London EC2Y 8HQ**

**Scott V. Simpson
Ann Beth Bejgrowicz
Skadden, Arps, State, Meagher & Flom (UK) LLP
40 Bank Street, Canary Wharf**

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England
011-44-20-7456-2000

London E14 5DS
England
011-44-20-7519-7000



- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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SIGNATURE

EXHIBIT INDEX

EX-99.A.26: LETTER FROM IAN COCKERILL TO GOLD FIELDS EMPLOYEES DATED
DECEMBER 21, 2004

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This Amendment No. 5 (**Amendment No. 5**) amends and supplements the Schedule 14D-9 (the **Schedule 14D-9**), as amended, initially filed by Gold Fields with the Securities and Exchange Commission (the **SEC**) on December 7, 2004 relating to the Subsequent Offer. Except as otherwise defined herein, capitalized terms shall have the meaning given to them in the Schedule 14D-9.

This Amendment No. 5 amends and supplements Item 8 as follows:

ITEM 8. ADDITIONAL INFORMATION TO BE FURNISHED

Gold Fields Communications

On December 21, 2004, Ian Cockerill, Chief Executive Officer of Gold Fields, sent a letter to employees of Gold Fields with respect to discussions pertaining to the Offer.

A copy of the letter sent by Ian Cockerill has been filed herewith as Exhibit 99.(a)(26) and is hereby incorporated herein by this reference.

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This Amendment No. 5 amends and restates Item 9 as follows:

ITEM 9. EXHIBITS

| Exhibit | Description |
|---------------|--|
| 99.(a)(1)* | Covenants Agreement between Gold Fields Limited, Mvelaphanda Resources Limited, Lexshell 579 Investments (Proprietary) Limited and Newshel 706 Limited, dated November 26, 2003 |
| 99.(a)(2)* | Subscription and Share Exchange Agreement amongst Lexshell 579 Investments (Proprietary) Limited, GFL Mining South Africa Limited and Gold Fields Limited, dated December 11, 2003 |
| 99.(a)(3)* | GFI-SA Loan Agreement amongst Lexshell 579 Investments (Proprietary) Limited, First Rand Bank Limited, GFI Mining South Africa Limited, Gold Fields Limited, Gold Fields Australia Pty Limited and Gold Fields Guernsey Limited, dated December 11, 2003 |
| 99.(a)(4)+ | Application to the Competition Tribunal of South Africa, including a Notice of Motion and Founding Affidavit, dated October 26, 2004 |
| 99.(a)(5)+ | Application to the High Court of South Africa, dated October 28, 2004 |
| 99.(a)(6)+ | Letter from the South African Securities Regulation Panel, dated November 3, 2004 |
| 99.(a)(7)++ | Complaint filed in the United States District Court for the Southern District of New York against Harmony in connection with Harmony's two-step offer for Gold Fields Shares, dated November 5, 2004 |
| 99.(a)(8)++ | Press release announcing the commencement of litigation against Harmony in the United States District Court for the Southern District of New York, dated November 5, 2004 |
| 99.(a)(9)+++ | Gold Fields press release announcing a ruling by the South African Securities Regulation Panel, dated November 8, 2004 |
| 99.(a)(10)** | Announcement issued by the South African Securities Regulation Panel, dated November 9, 2004 |
| 99.(a)(11)*** | Judgment by the High Court of South Africa, dated November 11, 2004 |
| 99.(a)(12)*** | Amended Complaint filed in the United States District Court for the Southern District of New York, dated November 12, 2004 |
| 99.(a)(13)+ | Findings by the Competition Tribunal of South Africa, dated November 18, 2004 |
| 99.(a)(14) | Gold Fields' Notice of Appeal filed in the Competition Appeal Court of South Africa, dated November 19, 2004 |
| 99.(a)(15)± | Decision and Order of United States District Court for the Southern District of New York, dated November 23, 2004 |
| 99.(a)(16)§ | Order by the Competition Appeal Court of South Africa, dated November 26, 2004 |
| 99.(a)(17)§ | Rulings of the Appeal Tribunal of the South African Securities Regulation Panel, dated November 29, 2004 |
| 99.(a)(18)§ | Order of the Constitutional Court of South Africa, dated December 1, 2004 |
| 99.(a)(19)# | Press release announcing that the proposed reverse takeover of IAMGold Corporation will not be completed, dated December 7, 2004 |
| 99.(a)(20)# | Press release rejecting suggestions made in the media by Harmony, dated December 9, 2004 |
| 99.(a)(21)# | Press release expressing concern over Harmony's delay in producing its Reserves Statement, dated December 10, 2004 |
| 99.(a)(22)# | Advertisement regarding Harmony's delay in delivering its Reserves Statement, dated December 10, 2004 |
| 99.(a)(23)# | Market and share performance data available on Gold Fields' website |
| 99.(a)(24)# | Advertisement regarding Harmony's delay in delivering its Reserves Statement, dated December 12, 2004 |
| 99.(a)(25)# | Gold Fields' announcement regarding preliminary discussions relating to the Offer, dated December 20, 2004 |
| 99.(a)(26)° | Letter from Ian Cockerill to Gold Fields employees, dated December 21, 2004 |

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| 99.(e)(1)+ | Agreement between Ian D. Cockerill and Gold Fields Guernsey Limited, effective March 1, 2004 |
| 99.(e)(2)+ | Service Agreement between Ian D. Cockerill and GFL Mining Services Limited, effective March 1, 2004 |
| 99.(e)(3)+ | Agreement between Nicholas J. Holland and Gold Fields Guernsey Limited, effective March 1, 2004 |
| 99.(e)(4)+ | Service Agreement between Nicholas J. Holland and GFL Mining Services Limited, effective March 1, 2004 |
| 99.(e)(5)+ | Agreement between John A. Munro and Gold Fields Guernsey Limited, effective March 1, 2004 |
| 99.(e)(6)+ | Service Agreement between John A. Munro and GFL Mining Services Limited, effective March 1, 2004 |
| 99.(e)(7)+ | Employment Agreement between Craig J. Nelsen and Gold Fields Exploration, Inc., as amended, effective May 1, 2003 |
| 99.(e)(8)+ | Service Agreement between Michael J. Prinsloo and GFI Mining South Africa (Pty) Limited, effective March 1, 2004 |
| 99.(e)(9) | The GF Management Incentive Scheme, adopted November 10, 1999 |
| 99.(e)(10)+ | Deed of Amendment to the GF Management Incentive Scheme between Gold Fields Limited and Tokyo Mosima Gabriel Sexwale and Gordon Rae Parker, adopted May 4, 2001 |
| 99.(e)(11)+ | Second Deed of Amendment to the GF Management Incentive Scheme between Gold Fields Limited and Tokyo Mosima Gabriel Sexwale and Gordon Rae Parker, adopted October 31, 2001 |
| 99.(e)(12) | The GF Non-Executive Director Share Plan, adopted October 31, 2000 |
| 99.(e)(13)+ | Deed of Amendment to the GF Non-Executive Share Plan, adopted December 6, 2002 |

- ° Filed herewith.
- # Previously filed.
- + Incorporated by reference to the Recommendation/Solicitation Statement on Schedule 14D-9 (File No. 005-78350) filed by Gold Fields with the Securities and Exchange Commission on November 3, 2004.
- ++ Incorporated by reference to Amendment No. 2 to the Recommendation/Solicitation Statement on Schedule 14D-9 (File No. 005-78350), filed by Gold Fields with the Securities and Exchange Commission on November 5, 2004.
- +++ Incorporated by reference to Amendment No. 3 to the Recommendation/Solicitation Statement on Schedule 14D-9 (File No. 005-78350), filed by Gold Fields with the Securities and Exchange Commission on November 8, 2004.
- ** Incorporated by reference to Amendment No. 4 to the Recommendation/Solicitation Statement on Schedule 14D-9 (File No. 005-78350), filed by Gold Fields with the Securities and Exchange Commission on November 9, 2004.
- *** Incorporated by reference to Amendment No. 5 to the Recommendation/Solicitation Statement on Schedule 14D-9 (File No. 005-78350), filed by Gold Fields with the Securities and Exchange Commission on November 12, 2004.
- Incorporated by reference to Amendment No. 9 to the Recommendation/Solicitation Statement on Schedule 14D-9 (File No. 005-78350), filed by Gold Fields with the Securities and Exchange Commission on November 19, 2004.
- ± Incorporated by reference to Amendment No. 10 to the Recommendation/Solicitation Statement on Schedule 14D-9 (File No. 005-78350), filed by Gold Fields with the Securities and Exchange Commission on November 23, 2004.
- § Incorporated by reference to the Recommendation/Solicitation Statement on Schedule 14D-9/C (File No. 005-78350), filed by Gold Fields with the Securities and Exchange Commission on December 3, 2004.
- * Incorporated by reference to the Annual Report on Form 20-F (File No. 1-31318), filed by Gold Fields with the Securities and Exchange Commission on December 29, 2003.
- Incorporated by reference to the Registration Statement on Form 20-F (File No. 1-31318), filed by Gold Fields with the Securities and Exchange Commission on May 6, 2002.

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SIGNATURE

After due 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.

By: /s/ NICHOLAS J. HOLLAND

Name: Nicholas J. Holland

Title: Executive Director and
Chief Financial Officer

Date: December 21, 2004

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