

GOLD FIELDS LTD

Form 6-K

March 10, 2015

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 10 March 2015

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): \_\_\_\_\_

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): \_\_\_\_\_

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

**DEALING IN SECURITIES BY DIRECTORS OF GOLD FIELDS LIMITED AND MAJOR SUBSIDIARIES.**

In compliance with paragraphs 3.63 to 3.74 of the Listings Requirements of JSE Limited ("the Listings Requirements") we hereby advise that Mr PA Schmidt, a director of Gold Fields Limited, Mr. NA Chohan, a director of a major subsidiary Gold Fields Operations Ltd, Ms. TL Harmse, a prescribed officer of Gold Fields Ltd, Mr. A Baku, a director of a major subsidiary Gold Fields Ghana Ltd, and Messrs R Weston, A Munt, CW Du Toit, P Woodhouse, and C

Feebrey, all directors of a major subsidiary, Gold Fields Australasia Pty Ltd, and Mr JH Pauley, a director of a major subsidiary Gold Fields Orogen (BVI) Holdings sold all or some of their shares which were awarded to them in terms of the Gold Fields Limited 2012 Plan, as amended.

**Performance Shares (PS)** are conditionally awarded and the actual number of PS which should be settled to a participant three years after the original award date is determined by the company's performance measured against the performance of seven other major gold mining companies (the peer group) based on the relative change in the Gold Fields share price compared to the basket of respective US dollar share prices of the peer group. The number of shares to be settled will range from 0% to 200% of the conditional award.

**Bonus Shares (BS)** are linked to the annual bonus whereby the equivalent of two-thirds of the cash bonus is granted in Bonus Shares.

Details of the transactions are set out below:

**PA Schmidt**

Nature of transaction

On market sale of shares in terms of the above 2012 scheme

Transaction Date

06 March 2015

Number of Shares

42,311

Class of Security

Ordinary Shares

Market Price per Share

R51.4974

Total Value

R2,178,906.49

Vesting Period

The award vests on the third

anniversary following grant date

Nature of interest

Direct and Beneficial

**PA Schmidt**

Nature of transaction  
Off market vesting of shares in terms  
of the above 2012 scheme

Transaction Date

06 March 2015

Number of Shares

57,245

Class of Security

Ordinary Shares

Market Price per Share

R54.1960

Total Value

R3,102,450.02

Vesting Period

The award vests on the third  
anniversary following grant date

Nature of interest

Direct and Beneficial

**NA Chohan**

Nature of transaction

On market sale of shares in terms of  
the above 2012 scheme

Transaction Date

06 March 2015

Number of Shares

16,405

Class of Security

Ordinary Shares

Market Price per Share

R51.4974

Total Value

R844,814.85

Vesting Period

The award vests on the third  
anniversary following grant date

Nature of interest

Direct and Beneficial

**NA Chohan**

Nature of transaction

Off market vesting of shares in terms  
of the above 2012 scheme

Transaction Date

06 March 2015

Number of Shares

22,195

Class of Security

Ordinary Shares

Market Price per Share

R54.1960

Total Value

R1,202,880.22

Vesting Period

The award vests on the third anniversary following grant date

Nature of interest

Direct and Beneficial

**TL Harmse**

Nature of transaction

On market sale of shares in terms of the above 2012 scheme

Transaction Date

06 March 2015

Number of Shares

16,828

Class of Security

Ordinary Shares

Market Price per Share

R51.4974

Total Value

R866,598.25

Vesting Period

The award vests on the third anniversary following grant date

Nature of interest

Direct and Beneficial

**A Baku**

Nature of transaction

On market sale of shares in terms of the above 2012 scheme

Transaction Date

06 March 2015

Number of Shares

35,115

Class of Security

Ordinary Shares

Market Price per Share

R51.4974

Total Value

R1,808,331.20

Vesting Period

The award vests on the third anniversary following grant date

Nature of interest

Direct and Beneficial

**A Munt**

Nature of transaction  
On market sale of shares in terms of  
the above 2012 scheme

Transaction Date

06 March 2015

Number of Shares

23,522

Class of Security

Ordinary Shares

Market Price per Share

R51.4974

Total Value

R1,211,321.84

Vesting Period

The award vests on the third  
anniversary following grant date

Nature of interest

Direct and Beneficial

**A Munt**

Nature of transaction

On market sale of shares in terms of  
the above 2012 scheme

Transaction Date

06 March 2015

Number of Shares

14,798

Class of Security

Ordinary Shares

Market Price per Share

R51.4974

Total Value

R762,058.53

Vesting Period

The award vests on 12 and 18 months  
following grant date

Nature of interest

Direct and Beneficial

**CW du Toit**

Nature of transaction

On market sale of shares in terms of  
the above 2012 scheme

Transaction Date

06 March 2015

Number of Shares

26,780

Class of Security

Ordinary Shares

Market Price per Share

R51.4974

Total Value

R1,379,100.37

Vesting Period

The award vests on the third anniversary following grant date

Nature of interest

Direct and Beneficial

**CW du Toit**

Nature of transaction

On market sale of shares in terms of the above 2012 scheme

Transaction Date

06 March 2015

Number of Shares

16,846

Class of Security

Ordinary Shares

Market Price per Share

R51.4974

Total Value

R867,525.20

Vesting Period

The award vests on 12 and 18 months following grant date

Nature of interest

Direct and Beneficial

**P Woodhouse**

Nature of transaction

On market sale of shares in terms of the above 2012 scheme

Transaction Date

06 March 2015

Number of Shares

25,150

Class of Security

Ordinary Shares

Market Price per Share

R51.4974

Total Value

R1,295,159.61

Vesting Period

The award vests on the third anniversary following grant date

Nature of interest

Direct and Beneficial

**P Woodhouse**

Nature of transaction

On market sale of shares in terms of  
the above 2012 scheme

Transaction Date

06 March 2015

Number of Shares

15,822

Class of Security

Ordinary Shares

Market Price per Share

R51.4974

Total Value

R814,791.86

Vesting Period

The award vests on 12 and 18 months  
following grant date

Nature of interest

Direct and Beneficial

**C Feebrey**

Nature of transaction

On market sale of shares in terms of  
the above 2012 scheme

Transaction Date

06 March 2015

Number of Shares

22,521

Class of Security

Ordinary Shares

Market Price per Share

R51.4974

Total Value

R1,159,772.95

Vesting Period

The award vests on the third  
anniversary following grant date

Nature of interest

Direct and Beneficial

**C Feebrey**

Nature of transaction

On market sale of shares in terms of  
the above 2012 scheme

Transaction Date

06 March 2015

Number of Shares

10,433

Class of Security

Ordinary Shares

Market Price per Share

R51.4974

Total Value

R537,272.37

Vesting Period

The award vests on 12 and 18 months following grant date

Nature of interest

Direct and Beneficial

**JH Pauley**

Nature of transaction

On market sale of shares in terms of the above 2012 scheme

Transaction Date

06 March 2015

Number of Shares

29,434

Class of Security

Ordinary Shares

Market Price per Share

R51.4974

Total Value

R1,515,774.47

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.

10 March 2015

Sponsor:

JP Morgan Equities Limited

**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: 10 March 2015

By:

/s/ Nicholas J. Holland

Name:

Nicholas J. Holland

Title:

Chief Executive Officer