

GOLD FIELDS LTD

Form 6-K

May 08, 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 7 May 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  
Incorporated in the Republic of South Africa)  
Registration Number 1968/004880/06)  
JSE, NYSE, DIFX Share Code: GFI  
ISIN: ZAE000018123  
"Gold Fields" or "the Company")

**RESULTS OF ANNUAL GENERAL MEETING OF GOLD FIELDS LIMITED HELD ON 6 MAY 2015**

Shareholders are advised that at the Annual General Meeting of Gold Fields Limited held on Wednesday 6 May 2015, the ordinary and special resolutions, as well as advisory endorsement of the company's remuneration policy, as set out in the notice of the annual general meeting dispatched to shareholders on 31 March 2015 were passed, on a poll, by the requisite majorities.

Details of the results of the voting are as follows:

Total issued share capital:  
Total number of shares present/  
represented including proxies at the meeting:  
778,014,626  
633,913,501  
being 81.48% of the total votable shares

**Ordinary  
resolutions**

**Number of  
shares**

**voted**

**Shares**

**voted for:**

**Shares**

**voted**

**against:**

**Shares**

**abstained:**

1.Re-  
appointment of  
auditors

632,851,870

632,707,966

143,904

1,061,631

% of total

issued

shares

% of shares

voted

% of shares

voted

% of total

issued

shares

100%

99.98%

0.02%

0.13%  
2.Re-election  
of a director:  
AR Hill until  
31 December  
2015  
632,755,562  
583,940,390  
48,815,172  
1,157,939  
% of total  
issued  
shares  
% of shares  
voted  
% of shares  
voted  
% of total  
issued  
shares  
100%  
92.29%  
7.71%  
0.14%  
3. Re-election  
of a director:  
RP Menell  
632,755,585  
612,150,630  
20,604,955  
1,157,917  
% of total  
shares  
% of shares  
voted  
% of shares  
voted  
% of total  
issued  
shares  
100%  
96.74%  
3.26%  
0.14%  
4. Re-election  
of a director:  
CA Carolus  
632,753,677  
563,816,355  
68,937,322  
1,159,824

% of total  
issued  
shares  
% of shares  
voted  
% of shares  
voted  
% of total  
issued  
shares

100%

89.11%

10.89%

0.14%

5. Re-election  
of a member  
and Chair of  
the Audit

Committee: GM

Wilson

632,760,553

618,974,269

13,786,284

1,152,948

% of total

issued

shares

% of shares

voted

% of shares

voted

% of total

issued

shares

100%

97.82%

2.18%

0,14%

6. Re-election  
of a member of  
the Audit

Committee:RP

Menell

632,757,840

612,470,609

20,287,231

1,155,661

% of total

issued

shares

% of shares

voted

% of shares

voted

% of total

issued

shares

100%

96.79%

3.21%

0,14%

7. Re-election  
of a member of  
the Audit  
Committee: DMJ

Ncube  
632,742,663  
618,942,260  
13,800,403  
1,170,838  
% of total  
issued  
shares  
% of shares  
voted  
% of shares  
voted  
% of total  
issued  
shares  
100%  
97.82%  
2.18%  
0.15%

8. Approval  
for the issue  
of authorised  
but unissued  
ordinary  
shares

618,782,420  
563,405,305  
55,377,115  
15,131,081  
% of total  
issued  
shares  
% of shares  
voted  
% of shares  
voted  
% of total  
issued  
shares  
100%  
91.05%  
8.95%  
1.94%

9. Approval  
for the  
issuing of

equity  
securities for  
cash

618,530,599

563,402,248

55,128,351

15,382,902

% of total

issued

shares

% of shares

voted

% of shares

voted

% of total

issued

shares

100%

91.09%

8.91%

1.97%

10. Advisory  
endorsement of  
the

remuneration  
policy

587,394,330

454,240,649

133,153,681

46,519,171

% of total

issued

shares

% of shares

voted

% of shares

voted

% of total

issued

shares

100%

77.33%

22.67%

5.97%

**Special  
resolutions  
Number of  
shares**

**voted**

**Shares**

**voted for:**

**Shares  
voted  
against:**

**Shares  
abstained:**

1. Approval of  
the  
remuneration  
of non-  
executive  
directors

608,238,141

601,075,672

7,162,469

25,675,360

% of total

issued

shares

% of shares

voted

% of

shares

voted

% of total

issued

shares

100%

98.82%

1.18%

3.30%

2. Approval  
for the  
Company to  
grant  
financial

618,940,188

617,657,566

1,282,622

14,973,313

% of total

issued

shares

% of shares

voted

% of

shares

voted

% of total

issued

shares



assistance in  
terms of  
section 44 and  
45 of the Act  
100%  
99.79%  
0.21%  
1.92%  
3. Acquisition  
of Company's  
own shares

618,826,606  
531,335,651  
87,490,955  
15,086,895  
% of total  
issued  
shares  
% of shares  
voted  
% of  
shares  
voted  
% of total  
issued  
shares  
100%  
85.86%  
14.14%  
1.93%

Over 81.48% of votable shares were represented at the AGM.

The special resolutions will be filed with the Companies and Intellectual Property Commission in accordance with the requirements of the Companies Act, No 71 of 2008.

06 May 2015

Sponsor

J.P. 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: 7 May 2015

By:/s/Nicholas J.Holland

Name: Nicholas J.Holland

Title: Chief Executive Officer