

GOLD FIELDS LTD
Form SC14D9C
November 30, 2004

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14D-9/C

**SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)
OF THE SECURITIES EXCHANGE ACT OF 1934**

GOLD FIELDS LIMITED
(Name of Subject Company)

GOLD FIELDS LIMITED
(Name of Person(s) Filing Statement)

Ordinary Shares of par 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 Farrel
24 St Andrews Road
Parktown, 2193
South Africa
011-27-644-2400
(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
England
011-44-20-7456-2000

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

TABLE OF CONTENTS

SIGNATURE

EXHIBIT INDEX

EX-99.1

EX-99.2

EX-99.3

EX-99.4

Table of Contents

ITEM 9. EXHIBITS.

| Exhibit | Description |
|----------------|--|
| 99.1 | Gold Fields Limited advertisement urging shareholders to vote in favor of the proposed transaction with IAMGold Corporation, dated November 30, 2004 |
| 99.2 | Script for conference call held by Gold Fields Limited on November 30, 2004 |
| 99.3 | Gold Fields Limited announcement regarding the modification of terms of the proposed transaction with IAMGold Corporation, dated November 30, 2004 |
| 99.4 | Gold Fields Limited press release announcing the modification of terms of the proposed transaction with IAMGold Corporation, dated November 30, 2004 |

Table of Contents

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: November 30, 2004

3

Table of Contents

EXHIBIT INDEX

| Exhibit | Description |
|----------------|--|
| 99.1 | Gold Fields Limited advertisement urging shareholders to vote in favor of the proposed transaction with IAMGold Corporation, dated November 30, 2004 |
| 99.2 | Script for conference call held by Gold Fields Limited on November 30, 2004 |
| 99.3 | Gold Fields Limited announcement regarding the modification of terms of the proposed transaction with IAMGold Corporation, dated November 30, 2004 |
| 99.4 | Gold Fields Limited press release announcing the modification of terms of the proposed transaction with IAMGold Corporation, dated November 30, 2004 |