

GOLD FIELDS LTD

Form 6-K

June 04, 2013

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 4 June 2013

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):

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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):

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Gold Fields Limited  
(Reg. No. 1968/004880/06)  
(Incorporated in the Republic of South Africa)  
Share Code: GFI  
ISIN Code: ZAE000018123

**DEALING IN SECURITIES BY THE COMPANY SECRETARY AND A DIRECTOR OF  
A MAJOR SUBSIDIARY**

In compliance with paragraphs 3.63 - 3.74 of the Listings Requirements of JSE Limited, shareholders are advised that Gold Fields Limited has granted on 1 March 2013 (“the Grant Date”), Performance Shares and Bonus Shares to the executives of Gold Fields in terms of the Gold Fields Limited 2012 Share Plan as set out below.

Performance Shares are conditionally awarded with the final number settled after three years dependent on market and non-market conditions being met. The number of shares to be settled will range from 0% to 200% of the conditional award. The determined number of Performance Shares will be settled to the participant in shares.

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

Name  
**K Robinson**  
Position  
Company Secretary  
Company  
Gold Fields Limited  
No of Performance Shares  
granted and accepted  
6,261  
No of Bonus Shares issued and  
accepted  
2,782  
Performance Share and Bonus  
Share strike price  
Nil  
Class of underlying security to  
which rights attach  
Ordinary shares  
Nature of transaction  
Acceptance of Performance  
Shares and Bonus Shares  
Vesting Period  
The Performance Shares vest on  
the third anniversary of the  
Grant Date and the Bonus Shares

vest in equal parts on 9 months  
and 18 months of the Grant Date  
Nature of interest  
Direct and Beneficial

Name

**Tommy McKeith**

Position

Director of a Major Subsidiary

Company

Gold Fields Limited

No of Performance Shares

granted and accepted

86,813

No of Bonus Shares issued and

accepted

35,070

Performance Share and Bonus

Share strike price

Nil

Class of underlying security to  
which rights attach

Ordinary shares

Nature of transaction

Acceptance of Performance

Shares and Bonus Shares

Vesting Period

The Performance Shares vest on

the third anniversary of the

Grant Date and the Bonus Shares

vest in equal parts on 9 months

and 18 months of the Grant Date

Nature of interest

Direct and Beneficial

In accordance with section 3.66 of the Listings Requirements, the necessary clearance was obtained to grant the abovementioned Performance Shares and Bonus Shares.

31 May 2013

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:

4

June

2013

By:

/s/ Nicholas J. Holland

Name: Nicholas J. Holland

Title: Chief Executive Officer