

GOLD FIELDS LTD

Form 6-K

April 01, 2014

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 1 April 2014

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):

\_\_\_\_\_

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

**DEALING IN SECURITIES**

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 28 March 2014 effective 1 March 2014 (“the Grant Date”), Bonus Shares to the directors of Gold Fields, and major subsidiaries of Gold Fields Limited in terms of the Gold Fields Limited 2012 Share Plan as set out below.

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

Name  
P Schmidt  
Position  
Director of Gold Fields Limited  
Company  
Gold Fields Limited  
No of Bonus Shares granted  
94 622  
Bonus Share strike price  
Nil  
Class of underlying security to  
which rights attach  
Ordinary shares  
Nature of transaction  
Off market grant of Bonus  
Shares  
Vesting Period  
The Bonus Shares vest in equal  
parts on 9 months and 18 months  
of the Grant Date  
Nature of interest  
Direct and Beneficial  
Name  
KFL Moabelo  
Position  
Director of major subsidiaries  
Company  
Gold Fields Limited  
No of Bonus Shares granted  
42 851  
Bonus Share strike price  
Nil

Class of underlying security to  
which rights attach

Ordinary shares

Nature of transaction

Off market grant of Bonus

Shares

Vesting Period

The Bonus Shares vest in equal  
parts on 9 months and 18 months  
of the Grant Date

Nature of interest

Direct and Beneficial

Name

R Weston

Position

Director of major subsidiaries

Company

Gold Fields Limited

No of Bonus Shares granted

95 408

Bonus Share strike price

Nil

Class of underlying security to  
which rights attach

Ordinary shares

Nature of transaction

Off market grant of Bonus  
Shares

Vesting Period

The Bonus Shares vest in equal  
parts on 12 months and 18  
months of the Grant Date

Nature of interest

Direct and Beneficial

Name

E Balarezo

Position

Director of major subsidiaries

Company

Gold Fields Limited

No of Bonus Shares granted

76 273

Bonus Share strike price

Nil

Class of underlying security to  
which rights attach

Ordinary shares

Nature of transaction

Off market grant of Bonus  
Shares

Vesting Period

The Bonus Shares vest in equal  
parts on 9 months and 18 months  
of the Grant Date

Nature of interest

Direct and Beneficial

Name

T Harmse

Position

Company Secretary

Company

Gold Fields Limited

No of Bonus Shares granted

23 219

Bonus Share strike price

Nil

Class of underlying security to  
which rights attach

Ordinary shares

Nature of transaction

Off market grant of Bonus

Shares

Vesting Period

The Bonus Shares vest in equal parts on 9 months and 18 months of the Grant Date

Nature of interest

Direct and Beneficial

Name

A Baku

Position

Director of major subsidiaries

Company

Gold Fields Limited

No of Bonus Shares granted

54 470

Bonus Share strike price

Nil

Class of underlying security to which rights attach

Ordinary shares

Nature of transaction

Off market grant of Bonus

Shares

Vesting Period

The Bonus Shares vest in equal parts on 9 months and 18 months

of the Grant Date  
Nature of interest  
Direct and Beneficial  
Name  
J Pauley  
Position  
Director of major subsidiaries  
Company  
Gold Fields Limited  
No of Bonus Shares granted  
34 448  
Bonus Share strike price  
Nil  
Class of underlying security to  
which rights attach  
Ordinary shares  
Nature of transaction  
Off market grant of Bonus  
Shares  
Vesting Period  
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 Bonus Shares.

31 March 2014

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: 1 April 2014

By: /s/ Nicholas J. Holland

Name: Nicholas J. Holland

Title: Chief Executive Officer