

HARMONY GOLD MINING CO LTD

Form 6-K

November 20, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Form 6-K**

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO

RULE 13a-16 OR 15d-16 UNDER THE SECURITIES

EXCHANGE ACT OF 1934

For 20 November 2014

**Harmony Gold Mining Company**

**Limited**

Randfontein Office Park

Corner Main Reef Road and Ward Avenue

Randfontein, 1759

South Africa

(Address of principal executive offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F  X

Form 40-F

(Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes

No  X

Harmony Gold Mining Company Ltd  
Registration number: 1950/038232/06  
Incorporated in the Republic of South Africa  
ISIN: ZAE000015228  
JSE share code: HAR

(“Harmony” or “the company”)

In compliance with paragraphs 3.63 to 3.74 of the JSE Listings Requirements, the following information is disclosed:

A.

**DEALINGS IN SECURITIES BY DIRECTORS: SHARE VESTINGS AND ON MARKET SALES**

In terms of provisions of the Harmony Share Plan, performance shares vest after 3 years.

1. Name of director:

GP Briggs (Chief Executive Officer)

Nature of transaction:

Off market vesting and on market sale of performance shares (ordinary shares)

Date:

17 November 2014

Class of securities:

Ordinary shares

Number of performance shares vested:

17 578

Vesting price per share:

R17.11

Total value of shares

vested:

R300 824.62 (pre-tax)

Number of performance shares

sold on market to cover tax:

7 207

Market price per share sold:

R17.11

Proceeds for on market sale

to cover tax:

Number of shares retained in

own name:

Nature and extent of

directors interest:

R123 338.43

10 371

Direct beneficial

2. Name of director:

F Abbott (Financial  
Director)

Nature of transaction:

Off market vesting and on  
market sale of performance  
shares (ordinary shares)

Date:

17 November 2014

Class of securities:

Ordinary shares

Number of performance shares  
vested:

6 344

Vesting price per share:

R17.11

Total value of shares  
vested:

R108 569.31 (pre-tax)

Number of performance shares  
sold on market to cover tax:

2 601

Market price per share sold:

R17.11

Proceeds for on market sale  
to cover tax:

Number of shares retained in  
own name:

Nature and extent of  
directors interest:

R44 512.73

3 743

Direct beneficial

3. Name of director:

HE

Mashego  
(Executive  
Director)

Nature of transaction:

Off market vesting and on  
market sale of performance  
shares (ordinary shares)

Date:

17 November 2014

Class of securities:

Ordinary shares

Number of performance shares  
vested:

5 247

Vesting price per share:

R17.11

Total value of shares  
vested:  
R89 795.58 (pre-tax)  
Number of performance shares  
sold on market to cover tax:  
2 151  
Market price per share sold:  
17.11  
Proceeds for on market sale  
to cover tax:  
Number of shares retained in  
own name:  
Nature and extent of  
directors interest:  
R36 811.57  
3 096  
Direct beneficial  
4. Name of director:  
A Pretorius (Director of  
various subsidiaries)  
Nature of transaction:  
Off market vesting and on  
market sale of performance  
shares (ordinary shares)  
Date:  
17 November 2014  
Class of securities:  
Ordinary shares  
Number of performance shares  
vested:  
5 247  
Vesting price per share:  
R17.11  
Total value of shares  
vested:  
R89 795.58 (pre-tax)  
Number of performance shares  
sold on market to cover tax:  
2 151  
Market price per share sold:  
R17.11  
Proceeds for on market sale  
to cover tax:  
Number of shares retained in  
own name:  
Nature and extent of  
directors interest:  
R36 811.57  
3 096  
Direct beneficial

**B. DEALING IN SECURITIES BY DIRECTORS: SHARE GRANTS**

In line with the provisions of the Harmony Share Plan, incentives / shares are allocated to directors in November of each year.

1. Name of director:

GB Briggs (Chief Executive Officer)

Nature of transaction:

Off market grant of share appreciation rights and performance shares

Periods of vesting:

Share appreciation rights vest in equal thirds on the third, fourth and fifth anniversary of the allocation. Performance shares vest after three years.

Date:

17 November 2014

Class of securities:

Share appreciation rights and performance shares

Strike price:

R18.41

Number of share appreciation rights allocated:

107 567

Number of performance shares allocated:

561 217

Number of matching restricted shares allocated(matching the number allocated in 2011):

15 000

Nature and extent of director's interest:

Direct beneficial

2. Name of director:

F Abbott (Financial Director)

Nature of transaction:

Off market grant of share

appreciation rights and  
performance shares  
Periods of vesting:  
Share appreciation rights  
vest in equal thirds on the  
third, fourth and fifth  
anniversary of the  
allocation. Performance  
shares vest after three  
years.

Date:  
17 November 2014

Class of securities:  
Share appreciation rights  
and performance shares

Strike price:  
R18.41

Number of share appreciation  
rights allocated:  
63 622

Number of performance shares  
allocated:  
207 462

Number of matching  
restricted shares  
allocated(matching the  
number allocated in  
2011):  
8 000

Nature and extent of  
director's interest:  
Direct beneficial

3. Name of director:  
HE Mashego (Executive  
Director)

Nature of transaction:  
Off market grant of share  
appreciation rights and  
performance shares

Periods of vesting:  
Share appreciation rights  
vest in equal thirds on the  
third, fourth and fifth  
anniversary of the  
allocation. Performance  
shares vest after three  
years.

Date:

17 November 2014

Class of securities:

Share appreciation rights  
and performance shares

Strike price:

R18.41

Number of share appreciation  
rights allocated:

45 913

Number of performance shares  
allocated:

149 715

Number of matching  
restricted shares  
allocated(matching the  
number allocated in  
2011):

8 000

Nature and extent of  
director's interest:

Direct beneficial

4. Name of director:

A Pretorius (Director of  
various subsidiaries)

Nature of transaction:

Off market grant of share  
appreciation rights and  
performance shares

Periods of vesting:

Share appreciation rights  
vest in equal thirds on the  
third, fourth and fifth  
anniversary of the  
allocation. Performance  
shares vest after three  
years.

Date:

17 November 2014

Class of securities:

Share appreciation rights  
and performance shares

Strike price:

R18.41

Number of share appreciation  
rights allocated:

58 718

Number of performance shares  
allocated:  
191 472

Number of matching  
restricted shares  
allocated(matching the  
number allocated in  
2011):  
8 000

Nature and extent of  
director's interest:

Direct beneficial

5. Name of Company Secretary:

Riana Bisschoff (Company  
Secretary)

Nature of transaction:

Off market grant of share  
appreciation rights and  
performance shares

Periods of vesting:

Share appreciation rights  
vest in equal thirds on the  
third, fourth and fifth  
anniversary of the  
allocation. Performance  
shares vest after three  
years.

Date:

17 November 2014

Class of securities:

Share appreciation rights  
and performance shares

Strike price:

R18.41

Number of share appreciation  
rights allocated:

24 271

Number of performance shares  
allocated:

47 487

Nature and extent of  
director's interest:

Direct beneficial

Prior clearance was obtained in respect of the above dealings  
by the directors.

For more details contact:

Henrika Ninham

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Marian van der Walt

Executive: Corporate and Investor Relations

+27 (0) 82 888 1242 (mobile)

20 November 2014

Sponsor:

J.P. Morgan Equities South Africa Proprietary 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 authorized.

Dated: November 20, 2014

Harmony Gold Mining Company Limited

By:

/s/ Frank Abbott

Name: Frank Abbott

Title: Financial Director