

GOLD FIELDS LTD
Form F-6EF
January 10, 2007

As filed with the Securities and Exchange Commission on January 10, 2007

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depositary Receipts

Of

GOLD FIELDS LIMITED

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

The Republic of South Africa

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK

(Exact name of depository as specified in its charter)

One Wall Street, New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

The Bank of New York
ADR Division

One Wall Street, 29th Floor

New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:
Peter B. Tisne, Esq.
Emmet, Marvin & Martin, LLP
120 Broadway
New York, New York 10271
(212) 238-3010**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount to be registered | Proposed maximum aggregate price per unit ⁽¹⁾ | Proposed maximum aggregate offering price ⁽¹⁾ | Amount of registration fee |
|---|---|---|---|-----------------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing ordinary shares, par value of R0.50 each, of Gold Fields Limited | 500,000,000 American Depositary Shares | \$5.00 | \$25,000,000 | \$2,675.00 |

1

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

| <u>Item Number and Caption</u> | <u>Location in Form of Receipt Filed Herewith as Prospectus</u> |
|---|---|
| 1. Name and address of depositary | Introductory Article |
| 2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities | |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts | corner |
| (ii) The procedure for voting, if any, the deposited securities | Articles number 15, 16 and 18 |
| (iii) The collection and distribution of dividends | Articles number 4, 12, 13, 15 and 18 |
| (iv) The transmission of notices, reports and proxy soliciting material | Articles number 11, 15, 16 and 18 |
| (v) The sale or exercise of rights | Articles number 13, 14, 15 and 18 |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles number 12, 13, 15, 17 and 18 |
| (vii) Amendment, extension or termination of the deposit agreement | Articles number 20 and 21 |

- (viii) Rights of holders of Receipts to inspect the transfer books Article number 11 of the depositary and the list of holders of Receipts
 - (ix) Restrictions upon the right to deposit or withdraw the Articles number 2, 3, 4, 5, 6, 8 and underlying securities 22
 - (x) Limitation upon the liability of the depositary Articles number 14, 18, 19 and 21
3. Fees and Charges Articles number 7 and 8
- Item - 2.

Available Information

Public reports furnished by issuer Article number 11. The public reference facility referred to therein is now located at 100 F Street, N.E., Washington, DC 20549.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of February 2, 1998, as amended and restated as of May 21, 2002, among Gold Fields Limited The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. - Not Applicable.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. - Filed herewith as Exhibit 4.

e.

Certification under Rule 466. - Filed herewith as Exhibit 5.

Item - 4.

Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on January 10, 2007.

Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares of Gold Fields Limited.

By:

The Bank of New York,
As Depositary

By: /s/ Andrew J. Zelter

Name: Andrew J. Zelter

Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, Gold Fields Limited has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Johannesburg, South Africa on December 12, 2006.

Gold Fields Limited

By: /s/ Nicholas John Holland

Name: Nicholas John Holland

Title: Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Ian David Cockerill and Nicholas John Holland, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on December 12, 2006.

/s/ Alan John Wright

Name: Alan John Wright
Chairman

/s/ Cheryl A. Martin

Name: Cheryl A. Martin
Authorized U.S. Representative

/s/ Ian David Cockerill

Name: Ian David Cockerill
Chief Executive Officer and Principal Executive Officer

/s/ Nicholas John Holland

Name: Nicholas John Holland
Chief Financial Officer, Principal Financial Officer and Principal Accounting Officer

/s/ Kofi Ansah

Name: Kofi Ansah
Non-Executive Director

/s/ Artem Grigorian

Name: Artem Grigorian
Non-Executive Director

/s/ John Michael McMahon

Name: John Michael McMahon
Non-Executive Director

/s/ John Gavin Hopwood

Name: John Gavin Hopwood
Non-Executive Director

/s/ Donald Mzolisa Jones Ncube

Name: Donald Mzolisa Jones Ncube

Non-Executive Director

/s/ Rupert Lascelles Pennant-Rea

Name: Rupert Lascelles Pennant-Rea

Non-Executive Director

/s/ Patrick John Ryan

Name: Patrick John Ryan

Non-Executive Director

Name: Tokyo Mosima Gabriel Sexwale

Non-Executive Director

/s/ Chris Ingmar von Christierson

Name: Chris Ingmar von Christierson

Non-Executive Director

INDEX TO EXHIBITS

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- 4 Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.
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