

GOLD FIELDS LTD

Form 6-K

August 31, 2017

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 31 August 2017

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 A DIRECTOR OF MAJOR SUBSIDIARIES**

In compliance with paragraphs 3.63 - 3.74 of the Listings Requirements of JSE Limited, shareholders are advised that on 22 August 2017, Gold Fields Limited awarded (“the Award Date”), 133,311 Conditional Performance Shares (“Award”) to Mr A Baku, a director of major subsidiaries of Gold Fields in terms of the Gold Fields Limited 2012 Share Plan as set out below. The effective date of the Award will be 1 March 2017 (“Effective Date”).

**Conditional Performance Shares** were conditionally awarded, based on a share price of R41.2943 being the 3 day VWAP of 24, 27, 28 February 2017. The number of Conditional Performance Shares which may settle to a participant on vesting date i.e. three years from effective date of the award, will be determined by the company achieving pre-determined performance conditions approved by the Remuneration Committee of the Gold Fields Limited Board.

Name

**A BAKU**

Position

Director

Company

Gold Fields Ghana (Pty) Limited

No of Performance Shares

awarded and accepted

133,311

Award Acceptance Date

28 August 2017

Award Price

a share price of R41.2943 being

the 3 day Volume Weighted Average

Price of 24, 27, 28 February 2017

Total Value of Shares at

Effective Date

R5 504 984,43

Class of underlying security

to which rights attach

Ordinary shares

Nature of transaction

Off market acceptance of

Performance Shares awarded

Vesting Period

Performance Shares vest on third

anniversary of the Effective Date

subject to the achievement of the

agreed upon performance

conditions

Nature of interest

Direct and Beneficial

In accordance with section 3.66 of the Listings Requirements, the necessary clearance to trade was obtained by Mr Baku.

Sponsor:

J.P. Morgan Equities South Africa (Pty) Ltd

**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: 31 August 2017

By:

/s/ Nicholas J. Holland

Name:

Nicholas J. Holland

Title:

Chief Executive Officer