

RANDGOLD & EXPLORATION CO LTD
Form SC 13G
February 09, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Randgold Resources Limited
(Name of Issuer)

Ordinary Shares
(Title of Class of Securities)

N/A
(CUSIP Number)

December 31, 2003
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. N/A

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

 Randgold & Exploration Company Limited

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

South Africa

| | | | |
|--------------|---|--------------------------|--|
| | 5 | SOLE VOTING POWER | |
| NUMBER OF | | None | |
| SHARES | | | |
| BENEFICIALLY | 6 | SHARED VOTING POWER | |
| OWNED BY | | 10,785,000 | |
| EACH | | | |
| REPORTING | 7 | SOLE DISPOSITIVE POWER | |
| PERSON WITH | | None | |
| | 8 | SHARED DISPOSITIVE POWER | |
| | | 10,785,000 | |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,785,000 ordinary shares of the Issuer which Randgold & Exploration Company Limited may be deemed to beneficially own by virtue of its position as sole shareholder of Randgold Resources (Holdings) Limited.

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

37.19%

12 TYPE OF REPORTING PERSON

CO

CUSIP NO. N/A

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Randgold Resources (Holdings) Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Jersey, Channel Islands

| | | |
|--|---|--------------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF SHARES | | None |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER |
| | | 10,785,000 |
| | 7 | SOLE DISPOSITIVE POWER |
| | | None |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 10,785,000 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,785,000 ordinary shares of the Issuer.

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

37.19%

12 TYPE OF REPORTING PERSON

CO

Item 1(a) NAME OF ISSUER:

Randgold Resources Limited

Item 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

La Motte Chambers
La Motte Street
St. Helier
Jersey, JE1 1BJ
Channel Islands

Item 2(a) NAME OF PERSON FILING:

This Statement is filed on behalf of each of the following

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persons (collectively, the "Reporting Persons"):

- i) Randgold & Exploration Company Limited; and
- ii) Randgold Resources (Holdings) Limited

Item 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

- i) 5 Press Avenue
Selby, Johannesburg
South Africa
- ii) La Motte Chambers
La Motte Street
St. Helier
Jersey, JE1 1BJ
Channel Islands

Item 2(c) CITIZENSHIP:

See Item 4 of the cover pages attached hereto.

Item 2(d) TITLE OF CLASS OF SECURITIES:

Ordinary Shares

Item 2(e) CUSIP NUMBER:

N/A

Item 3 Not Applicable

Item 4 OWNERSHIP:

(a) Amount beneficially owned and (b) Percent of Class:

See Items 5 through 11 of the cover pages attached hereto.

This Schedule 13G shall not be construed as an admission that any Reporting Person, either for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended (the "Act") or for other purposes, is the beneficial owner of any securities covered by this statement.

(c) See Items 5 through 8 of the cover pages attached hereto.

Item 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not Applicable

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- Item 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON:
Not Applicable
- Item 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:
Not Applicable
- Item 9 NOTICE OF DISSOLUTION OF GROUP:
Not Applicable
- Item 10 CERTIFICATION:
Not applicable

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 9, 2004

RANDGOLD & EXPLORATION COMPANY LIMITED

By: Consolidated Mining Management Services Limited, its Company Secretary

By: /s/ M.A. Eloff

M.A. Eloff
Company Secretary

RANDGOLD RESOURCES (HOLDINGS) LIMITED

By: /s/ H. C. Buitendag

Name: H. C. Buitendag
Title: Director

Exhibit A

JOINT REPORTING AGREEMENT

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The undersigned, Randgold & Exploration Company Limited and Randgold Resources (Holdings) Limited, agree that the statement to which this exhibit is appended is filed on behalf of each of them.

February 9, 2004

RANDGOLD & EXPLORATION COMPANY LIMITED

By: Consolidated Mining Management Services
Limited, its Company Secretary

By: /s/ M.A. Eloff

M.A. Eloff
Company Secretary

RANDGOLD RESOURCES (HOLDINGS) LIMITED

By: /s/ H. C. Buitendag

Name: H. C. Buitendag
Title: Director