

GOLD FIELDS LTD  
Form SC14D9C  
November 29, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**SCHEDULE 14D-9/C**

**SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**GOLD FIELDS LIMITED**  
(Name of Subject Company)

**GOLD FIELDS LIMITED**  
(Name of Person(s) Filing Statement)

**Ordinary Shares of par value Rand 0.50 each**  
**American Depositary Shares, each representing one Ordinary Share**  
(Title of Class of Securities)

**ZAE000018123 (Ordinary Shares)**  
**38059T106 (American Depositary Shares)**  
(CUSIP Number of Class of Securities)

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**Cain Farrel**  
**24 St Andrews Road**  
**Parktown, 2193**  
**South Africa**  
**011-27-644-2400**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications  
On Behalf of the Person(s) Filing Statement)

**COPY TO:**

**Jennifer M. Schneck**  
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**One Silk Street**  
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**011-44-20-7456-2000**

**Scott V. Simpson**  
**Ann Beth Bejgrowicz**  
**Skadden, Arps, Meagher & Flom (UK) LLP**  
**40 Bank Street, Canary Wharf**  
**London E14 5DS**  
**England**  
**011-44-20-7519-7000**

**x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.**

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SIGNATURE

EXHIBIT INDEX

EX-99.1

EX-99.2

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**ITEM 9. EXHIBITS.**

<b>Exhibit</b>	<b>Description</b>
99.1	Gold Fields press release regarding ruling by the South African Securities Regulation Panel, dated November 29, 2004
99.2	Gold Fields press release regarding the results of the early settlement offer to Gold Fields shareholders by Harmony Gold Mining Company Limited, dated November 29, 2004

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After due 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.

By: /s/ NICHOLAS J. HOLLAND  
Name: Nicholas J. Holland  
Title: Executive Director and  
Chief Financial Officer  
Date: November 29, 2004

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