

GOLD FIELDS LTD

Form 6-K

May 19, 2016

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 19 May 2016

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): \_\_\_\_\_

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): \_\_\_\_\_

Gold Fields Limited  
Incorporated in the Republic of South Africa)  
Registration Number 1968/004880/06)  
JSE, NYSE, DIFX Share Code: GFI  
ISIN: ZAE000018123  
"Gold Fields" or "the Company")

**RESULTS OF ANNUAL GENERAL MEETING OF GOLD FIELDS LIMITED HELD ON 18 MAY 2016**

Shareholders are advised that at the Annual General Meeting of Gold Fields Limited held on Wednesday 18 May 2016, the ordinary and special resolutions, as well as advisory endorsement of the company's remuneration policy, as set out in the notice of the annual general meeting dispatched to shareholders on 15 April 2016 were passed, on a poll, by the requisite majorities.

Details of the results of the voting are as follows:

Total issued share capital: 821,532,707  
Total number of shares present/  
represented including proxies at the meeting:  
697,466,342  
being 85% of the total votable shares

**Ordinary  
resolutions**

**Number of  
shares**

**voted**

**Shares**

**voted for:**

**Shares**

**voted**

**against:**

**Shares**

**abstained:**

1.Re-  
appointment of  
auditors

696,778,208	696,444,849	333,359
-------------	-------------	---------

688,134

% of total

issued

shares

% of shares

voted

% of

shares

voted

% of total

issued

shares

100%

99.95%

0.04%

0.08%

2.1 Re-election  
of a director:

SP Reid

696,732,673	682,857,441	13,875,232	733,669
-------------	-------------	------------	---------

% of total

issued

shares

% of shares

voted

% of

shares

voted

% of total

issued

shares

100%

98.00%

1.99%

0.08%

2.2. Re-

election of a  
director: GM

Wilson

696,745,466	682,597,302	14,148,164	720,876
-------------	-------------	------------	---------

% of total

shares

% of shares

voted

% of

shares

voted

% of total

issued

shares

100%

97.96%

2.03%

0.08%

2.3. Re-

election of a  
director: DN

Murray

696,743,904	682,613,827	14,130,077	722,438
-------------	-------------	------------	---------

% of total

shares

% of shares

voted

% of  
shares  
voted  
% of total  
issued  
shares

100%

97.97%

2.02%

0.08%

2.4. Re-

election of a  
director: DMJ

Ncube

696,738,974	673,929,620	22,809,354	727,368
-------------	-------------	------------	---------

% of total

issued

shares

% of shares

voted

% of

shares

voted

% of total

issued

shares

100%

96.72%

3.27%

0.08%

2.5. Re-

election of a  
director: AR

Hill

696,743,721	681,782,753	14,960,968	722,621
-------------	-------------	------------	---------

% of total

issued

shares

% of shares

voted

% of

shares

voted

% of total

issued

shares

100%

97.85%

2.14%

0.08%

3.1. Re-

election of  
Audit Committee

member: GM

Wilson

696,721,937	682,613,661	14,108,276	744,405
-------------	-------------	------------	---------

% of total  
issued  
shares

% of shares  
voted

% of  
shares

voted

% of total

issued

shares

100%

97.97%

2.02%

0,09%

3.2. Re-

election of

Audit Committee

member: RP

Menell

696,718,792	675,424,117	21,294,675	747,550
-------------	-------------	------------	---------

% of total

issued

shares

% of shares

voted

% of

shares

voted

% of total

issued

shares

100%

96.94%

3.05%

0.09%

3.3. Re-

election of a

member of the

Audit

Committee: DMJ

Ncube

696,716,020	682,496,716	14,219,304	750,322
-------------	-------------	------------	---------

% of total

issued

shares

% of shares

voted

% of

shares

voted

% of total  
issued  
shares

100%  
97.95%  
2.04%  
0.09%

4. Approval for  
the issue of  
authorised but  
unissued  
ordinary shares

692,614,509	619,929,908	72,684,601	4,851,833
-------------	-------------	------------	-----------

% of total  
issued  
shares

% of shares  
voted  
% of  
shares  
voted

% of total  
issued  
shares

100%  
89.50%  
10.49%  
0.59%

**Special  
resolutions**

**Number of  
shares**

**voted**

**Shares**

**voted for:**

**Shares**

**voted**

**against:**

**Shares**

**abstained:**

1. Approval  
for the  
issuing of  
equity  
securities for  
cash

692,669,507	618,745,792	73,923,715	4,796,835
-------------	-------------	------------	-----------

% of total  
issued  
shares

% of shares  
voted

% of shares  
voted

% of total  
issued  
shares

100%

89.32%

10.67%

0.58%

Advisory  
endorsement of  
the

686,759,409	584,285,581	102,473,828	10,706,933
% of total	% of shares	% of shares	% of



remuneration  
 policy  
 issued  
 shares  
 voted  
 voted  
 shares  
 voted  
 100%  
 85.07%  
 14.92%  
 1.30%

2. Approval  
 for the  
 remuneration  
 of non-  
 executive  
 directors

696,620,173	682,308,630	14,311,543	846,169
-------------	-------------	------------	---------

% of total  
 issued  
 shares  
 % of shares  
 voted  
 % of shares  
 voted  
 % of total  
 issued  
 shares  
 100%  
 97.94%  
 2.05%  
 0.10%

3. Approval  
 for the  
 Company to  
 grant inter-  
 group  
 financial  
 assistance in  
 terms of  
 section 44 and  
 45 of the Act

692,495,580	688,953,551	3,542,029
-------------	-------------	-----------

4,970,762  
 % of total  
 issued  
 shares  
 % of shares  
 voted  
 % of shares

voted  
% of total  
issued  
shares

100%  
99.48%  
0.51%  
0.60%

4. Acquisition  
of the  
Company's own  
shares

692,633,012	608,085,677	84,547,335	4,833,330
-------------	-------------	------------	-----------

% of total  
issued  
shares

% of shares

voted

% of shares

voted

% of

shares

voted

100%

87.79%

12.20%

0.58%

5. Approval of  
the amendment  
of the Gold  
Fields Limited  
2012 Share  
Plan

692,097,479	600,162,244	91,935,235	5,368,863
-------------	-------------	------------	-----------

% of total  
issued  
shares

% of shares

voted

% of shares

voted

% of

shares

voted

100%

86.71%

13.28%

0.65%

6. Financial  
assistance to

Directors and  
Prescribed  
Officers and  
Other Persons  
who may  
participate in  
the Share Plan

689,632,989	675,073,113	14,559,876	7,833,353
-------------	-------------	------------	-----------

% of total

issued

shares

% of shares

voted

% of shares

voted

% of

shares

voted

100%

97.88%

2.11%

0.95%

Over 84.90% of votable shares were represented at the AGM.

The special resolutions will be filed with the Companies and Intellectual  
Property Commission in accordance with the requirements of the Companies  
Act, No 71 of 2008.

18 May 2016

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:

19

May

2016

By:

/s/ Nicholas J. Holland

Name:

Nicholas

J.

Holland

Title:

Chief Executive Officer