

GOLD FIELDS LTD  
Form SC14D9C  
November 30, 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**  
**Linklaters**  
**One Silk Street**  
**London EC2Y 8HQ**  
**England**  
**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**

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

EX-99.3

EX-99.4

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**ITEM 9. EXHIBITS.**

<b>Exhibit</b>	<b>Description</b>
99.1	Gold Fields Limited advertisement urging shareholders to vote in favor of the proposed transaction with IAMGold Corporation, dated November 30, 2004
99.2	Script for conference call held by Gold Fields Limited on November 30, 2004
99.3	Gold Fields Limited announcement regarding the modification of terms of the proposed transaction with IAMGold Corporation, dated November 30, 2004
99.4	Gold Fields Limited press release announcing the modification of terms of the proposed transaction with IAMGold Corporation, dated November 30, 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 30, 2004

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