

GOLD FIELDS LTD

Form 6-K

March 10, 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 8 March 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): \_\_\_\_\_

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  
(Reg. No. 1968/004880/06)  
(Incorporated in the Republic of South Africa)  
("Gold Fields" or "the Company")  
JSE, NYSE, DIFX Share Code: GFI  
ISIN Code: ZAE000018123

**DEALING IN SECURITIES BY A DIRECTOR OF GOLD FIELDS LIMITED**

In compliance with paragraphs 3.63 to 3.74 of the Listings Requirements of JSE Limited ("the Listings Requirements") we hereby advise that Mr NJ Holland, a director of Gold Fields Limited, purchased Gold Fields Limited shares on the open market in accordance with the introduction of the Company's Minimum Shareholding Requirement (MSR) as approved at the AGM on 18 May 2016.

**Minimum Shareholding Requirement (MSR):** The MSR is mandatory for Executives to hold GFL shares for a five year period based on the following target shareholdings:

CEO: 200% of Annual Guaranteed Remuneration Package  
CFO and other Executives: 100% of Annual Remuneration Package  
Executives may commit in accordance with the MSR through the election prior to the determination of cash bonuses, vesting of shares awarded or through personal investment to acquire Gold Fields shares that will be restricted for five years and held in Escrow.

Details of the transactions are set out below:

**NJ Holland**

Nature of transaction

On market purchase of shares (election prior to the determination of the cash bonus to convert 50% of the 2017 cash bonus and 100% of the vested 2014 LTIP prior to the vesting determination into Gold Fields shares)

Transaction Date

02 March 2017

Number of Shares

77,795

Class of Security

Ordinary Shares

Market Price per Share

R40.9900

Total Value

R3,188,817.05

Vesting Period

The shares will be held in Escrow for a period of 5 years

Nature of interest

Direct and Beneficial

**NJ Holland**

Nature of transaction

On market purchase of shares (election  
prior to the determination of the cash  
bonus to convert 50% of the 2017 cash  
bonus and 100% of the vested 2014 LTIP  
prior to the vesting determination  
into Gold Fields shares)

Transaction Date

07 March 2017

Number of Shares

330,822

Class of Security

Ordinary Shares

Market Price per Share

R41.5819

Total Value

R13,756,207.32

Vesting Period

The shares will be restricted and  
held in Escrow for a period of 5 years

Nature of interest

Direct and Beneficial

In terms of paragraph 3.66 of the Listings requirements the  
necessary clearance to deal in the above securities has been  
obtained.

08 March 2017

Sponsor:

JP 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: 8 March 2017

By:

/s/ Nicholas J. Holland

Name:

Nicholas J. Holland

Title:

Chief Executive Officer