

ANGLOGOLD ASHANTI LTD

Form 8-A12B

April 28, 2010

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

AngloGold Ashanti Limited

(Exact Name of Registrant as Specified in its Charter)

The Republic of South Africa

(State or Other Jurisdiction of Incorporation or
Organization)

Not Applicable

(I.R.S. Employer Identification No.)

76 Jeppe Street

Newtown, Johannesburg, 2001

(PO Box 62117, Marshalltown, 2107)

South Africa

Tel: +27 (11) 637-6000

(Address of Principal Executive Offices)

Not Applicable

(Zip Code)

AngloGold Ashanti Holdings plc

(Exact Name of Registrant as Specified in its Charter)

The Isle of Man

(State or Other Jurisdiction of Incorporation or
Organization)

Not Applicable

(I.R.S. Employer Identification No.)

1st Floor, Atlantic House

4-8 Circular Road

Douglas, Isle of Man, IM1 1AG

Tel: +44 (1624) 697 280

(Address of Principal Executive Offices)

Not Applicable

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

Securities Act registration statement file number to which this form relates: 333-161634 and 333-161634-02
Securities to be registered pursuant to Section 12(b) of the Act:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

**Title of Each Class
to be so Registered**

5.375% Notes due 2020

6.50% Notes due 2040

each fully and unconditionally guaranteed by

AngloGold Ashanti Limited

Securities to be registered pursuant to Section 12(g) of the Act: None

**Name of Each Exchange on Which
Each Class is to be Registered**

New York Stock Exchange

New York Stock Exchange

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Item 1: Description of Registrants Securities to be Registered

Item 2: Exhibits

SIGNATURE

EXHIBIT INDEX

EX-99.C

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Item 1: Description of Registrants Securities to be Registered

For a description of the securities to be registered hereunder, reference is made to the information under the heading Description of Debt Securities on pages 6 through 22 of the Prospectus dated April 20, 2010 included in Post-Effective Amendment No. 1 to Registration Statement on Form F-3 of AngloGold Ashanti Holdings plc (the Company), AngloGold Ashanti Limited (the Guarantor) and AngloGold Ashanti Holdings Finance plc filed on April 20, 2010 (Registration Nos. 333-161634-02, 333-161634 and 333-161634-01), as supplemented by the information under the headings Risk Factors Risks relating to an investment in our notes and Description of Notes on pages S-32 through S-34 and S-41 through S-51, respectively, of the related Prospectus Supplement, dated April 21, 2010, which information is incorporated by reference and made part of this registration statement in its entirety.

Item 2: Exhibits

99(A). Prospectus dated April 20, 2010 incorporated by reference to Post-Effective Amendment No. 1 to Registration Statement on Form F-3 of the Company, the Guarantor and AngloGold Ashanti Holdings Finance plc filed on April 20, 2010 (Registration Nos. 333-161634-02, 333-161634 and 333-161634-01).

99(B). Prospectus Supplement dated April 21, 2010 incorporated by reference to the filing by the Company and the Guarantor under Rule 424(b)(5) on April 22, 2010.

99(C). Form of Global Note.

99(D). Form of Indenture for guaranteed debt securities among the Company, the Guarantor and The Bank of New York Mellon, incorporated by reference to Exhibit 4.9 of Post-Effective Amendment No. 1 to Registration Statement on Form F-3 of the Company, the Guarantor and AngloGold Ashanti Holdings Finance plc filed on April 20, 2010 (Registration Nos. 333-161634-02, 333-161634 and 333-161634-01).

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, each of the Registrants has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

AngloGold Ashanti Holdings plc
(Registrant)

By: /s/ Dewald Lambertus Joubert
Name: Dewald Lambertus Joubert
Title: Director

AngloGold Ashanti Limited
(Registrant)

By: /s/ Lynda Eatwell
Name: Lynda Eatwell
Title: Company Secretary

Date: April 28, 2010

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EXHIBIT INDEX

Exhibit No. Description

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