

January 28, 2005

Via Facsimile at (011-44-207) 367-0220 and U.S. Mail

Elizabeth L. Katkin, Esq.
John M. Basnage, Esq.
Hogan & Hartson L.L.P.
One Angel Court
London, EC2R 7HJ, U.K.

Re: Harmony Gold Mining Company Limited
Forms 425 Filed on January 25 and 27, 2005
File No. 333-120975

Dear Messrs. Katkin and Basnage:

We have the following comments on the above-referenced filings:

Form 425 - "Correction: Waiver of the Minimum Acceptance Condition"

1. See the third paragraph of this press release. You state that "[i]f the acceptance condition is satisfied or waived and all other conditions of the offer have been satisfied, fulfilled or, to the extent permitted, waived...the offer may be declared wholly unconditional at that time and withdrawal rights will terminate." This sentence is unclear because, as you announced on January 21, 2005, you have extended the closing date of the offer into March pending receipt of approval by the Competition Authorities which would lead readers to believe that this condition will not be satisfied by January 31, 2005. Further, the remaining conditions to the offer are not waivable so it is not clear why you indicate that this is an option. These statements might lead shareholders to believe that their withdrawal rights could terminate on January 31, 2005 when, in fact, you do not expect to satisfy or fulfill the Competition Authority condition until well after that date. Please advise shareholders of the status of the remaining conditions to the offer and, because these conditions remain unfulfilled and cannot be waived, indicate that withdrawal rights are still available.

2. We note that the disclosure under "F-4 declared effective" in your registration statement on Form F-4, you undertook to place an advertisement in a newspaper of national circulation in the United States to announce to shareholders that you intend to waive the minimum tender condition. In conversations with counsel, we understand that you made the determination not to place this ad. Please advise us of your reasons for not placing the advertisement.

Please also ensure that you update the disclosure in your registration statement on Form F-4 to state that, although you previously indicated otherwise, you did not place this ad and explain

why.

3. Please ensure that the disclosure in your registration statement on Form F-4 explains the requirements as to waiver and satisfaction of conditions pursuant to South African law. For example, we understand that you are not permitted to extend the offer if it has not been declared wholly unconditional as to acceptances within 60 days from the date of commencement, which is what triggered the waiver of the minimum tender condition by January 31st. However, it does not appear that this requirement was disclosed in the registration statement. Please revise.

Form 425 - "Harmony Waives its minimum acceptance condition"

4. Please advise us as to why you chose to waive the minimum acceptance condition in advance of the 5-day time period you undertook to allow pursuant to the disclosure provided in your registration statement. Note that the Commission has stated that the

"waiver of a minimum share condition is a material change in the terms of an offer" and "material changes [are required to] be disseminated... with sufficient time for security holders to absorb

such new information." See Exchange Act Release No. 24296.

Pursuant

to Rule 14d-4(d)(2)(i), and as the disclosure in your registration statement on Form F-4 indicates, you agreed to provide at least 5 business days prior to any waiver of this condition. Please advise.

5. See the second paragraph. You indicate that the offer includes a

control premium. As previously requested, please ensure that your references to a control premium, if you are referring to the October

14, 2004 date (the last trading day before rumors and press articles

significantly affected the share prices and trading volumes), are balanced by disclosure reflecting the premium percentage as of a more

recent date, which we generally understand to represent a discount to the closing price.

6. See the fourth paragraph. You state that the waiver of the minimum acceptance condition does not impact Norilsk's irrevocable undertaking. You do not make clear, however, that Norilsk's obligation to tender is subject to satisfaction of all of the regulatory conditions to the offer which, as discussed above, have not yet been satisfied. To the extent you continue to include the shares held by Norilsk as part of the total Gold Field shares held by

Harmony, please ensure that you specifically state that the irrevocable undertaking is subject to certain terms, including the satisfaction of all of the regulatory conditions to the offer.

Please respond to these comments by promptly amending the filing and submitting a response letter filed via EDGAR and "tagged" as correspondence. If the information you provide in response to our

comments materially changes the information that you have already provided to security holders, disseminate the revised materials in a manner reasonably calculated to inform them of the new information. If you do not agree with a comment, please tell us why in your response.

Please contact me at (202) 942-2801 with any questions. You may also reach me via facsimile at (202) 942-9638.

Sincerely,

Mara L. Ransom
Special Counsel
Office of Mergers and
Acquisitions

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-0303

DIVISION OF
CORPORATION FINANCE