

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 18 March 2015

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):

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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 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, acquired all of his vested shares which were awarded to him in terms of the Gold Fields Limited 2012 Plan, as amended.

**Performance Shares (PS)** are conditionally awarded and the actual number of PS which should be settled to a participant three years after the original award date is determined by the company's performance measured against the performance of seven other major gold mining companies (the peer group) based on the relative change in the Gold Fields share price compared to the basket of respective US dollar share prices of the peer group. The number of shares to be settled will range from 0% to 200% of the conditional award.

Details of the transactions are set out below:

	<b>NJ Holland</b>
Nature of transaction	Off market vesting of shares in terms of the above 2012 scheme
Transaction Date	16 March 2015
Number of Shares	264,955
Class of Security	Ordinary Shares
Market Price per Share	R54.1960
Total Value	R14,359,501
Vesting Period	The award vests on the third anniversary following grant date
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.

18 March 2015  
Sponsor:  
JP Morgan Equities Limited

## **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: 18 March 2015**

**By: /s/ Nicholas J. Holland**

**Name: Nicholas J. Holland**  
**Title: Chief Executive Officer**