ANGLOGOLD ASHANTI

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January 31, 2011

Elizabeth M. Murphy
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

File No. S7-41-10

Dear Ms. Murphy:

AngloGold Ashanti Limited is pleased to provide comments to the Securities and Exchange Commission (the "Commission") on its proposed rules to implement Section 1503 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), published in Release Nos. 33-9164; 34-63548, Mine Safety Disclosure (December 15, 2010) (the "Release").

AngloGold Ashanti Limited, headquartered in Johannesburg, South Africa, is a global gold company with a portfolio of long-life, relatively low-cost assets and differing orebody types in key gold producing regions. The company's 20 mining operations are located in 10 countries (Argentina, Australia, Brazil, Ghana, Guinea, Mali, Namibia, South Africa, Tanzania and the United States of America) and are supported by extensive exploration activities in a number of countries around the world. The combined proved and probable ore reserves of the group amounted to 68.3 million ounces as at December 31, 2009.

AngloGold Ashanti's American depositary shares are listed on the New York Stock Exchange under the symbol "AU". As a well-known seasoned issuer and a foreign private issuer, AngloGold Ashanti files annual reports with the Commission on Form 20-F and furnishes its home jurisdiction periodic reports with the Commission on Form 6-K.

We provide below our responses to the Commission's specific requests for comment. For ease of reference, we have reproduced the text of the Commission's requests for comments in bold-face type below, followed by AngloGold Ashanti's comments. All capitalized terms used but not defined herein have the respective meanings ascribed thereto in the Release.

COMMENTS IN RESPONSE TO
THE COMMISSION'S SPECIFIC REQUESTS FOR COMMENT

1. **Section 1503 of the Act provides definitions of the terms "operator" and "coal or other mine" but does not define the term "subsidiary." Under Item 1-02(x) of Regulation S-X, a "subsidiary" of a specified person is "an affiliate controlled by such person directly, or indirectly through one or more intermediaries," which would apply to this disclosure in the absence of another definition. Is this definition appropriate for purposes of Section 1503, or should we include a different definition for "subsidiary" for purposes of Section 1503 disclosure? If so, how should we define that term?**

   Response: We submit that it is appropriate that the definition of the term "subsidiary" for purposes of Section 1503 should be consistent with the meaning of that term as defined in Regulation S-X. We therefore support the Commission's proposal not to adopt a different definition of "subsidiary" for purposes of Section 1503 disclosure.

2. **In conformity with the language of Section 1503(a), we are proposing to apply the Act's periodic report disclosure requirement only to mines that are subject to the Mine Act, and not to mines in other jurisdictions. Is this approach appropriate? Will issuers that operate (or have subsidiaries that operate) mines in the United States be at a competitive advantage or disadvantage compared to issuers that operate mines in other jurisdictions because of the lack of disclosure about non-U.S. mines? Should we instead expand the disclosure requirement to cover mines in all jurisdictions? If so, how would we address disclosure requirements for mines not subject to the Mine Act? How would we address the disclosure requirements if a jurisdiction does not have clear mine safety regulations?**

   Response: We support the Commission's proposal to apply the periodic report disclosure requirements of Section 1503(a) of the Dodd-Frank Act only to mines that are subject to the Mine Act, and not to mines located outside of the United States. As the Commission notes in the Release, the disclosure requirements of Section 1503(a) of the Dodd-Frank Act apply to a "coal or other mine". Section 1503(e) of the Dodd-Frank Act defines the term "coal or other mine" to mean a "coal or other mine, as defined in [the Mine Act], that *is subject to the provisions of such Act*".[1] Only mines located in the United States are subject to the Mine Act. Therefore, the statutory

[1] Section 1503(e)(2) of the Dodd-Frank Act (emphasis added).

scope of Section 1503(a) of the Dodd-Frank Act is unambiguous: the periodic reporting requirements of Section 1503(a) of the Dodd-Frank Act only apply to mines located in the United States.

Moreover, nearly all of the enumerated disclosure items under Section 1503(a) of the Dodd-Frank Act specifically make reference to provisions of the Mine Act, violations, orders and citations issued under the Mine Act, regulatory actions by the MSHA or legal actions pending before the FMSHRC. These references to the regulatory regime under the Mine Act, if applied to mines outside the jurisdiction of the Mine Act, would be nonsensical.

We submit that it is appropriate not to extend the application of the Section 1503(a) periodic reporting requirements to mines located outside the United States owing to the considerations of statutory interpretation and administration discussed above. Extending the Section 1503(a) disclosure requirements to non-U.S. mines is unwarranted because mine safety disclosure in many cases may otherwise be required under the laws and regulations of the foreign jurisdiction in which such mines are located. Further, to the extent that mine safety information relating to an issuer's non-U.S. mines is material to a reasonable investor's decision to invest in the issuer's securities, disclosure would otherwise be required in the issuer's registration statements filed under the Securities Act and, in many cases, in its periodic reports filed under the Exchange Act.

8. **As proposed, we would not specify a particular presentation for the disclosure. Should we require a specific presentation, tabular or otherwise? If so, please provide details on an appropriate presentation.**

Response: We support the Commission's proposal not to prescribe a particular presentation for the disclosure. We submit that it is preferable to permit each issuer the flexibility to adopt a presentation it believes is most appropriate for its disclosure.

9. **We are proposing to require the information to be presented in an exhibit to the periodic report, with brief disclosure in the body of the report noting that the issuer has mine safety matters to report and referring to the required exhibit. Is this approach appropriate? Should we instead require the information to be presented in the body of the periodic report?**

Response: We support the Commission's proposal, which we feel is more appropriate than requiring the information to be presented in the body of the periodic report.

10. As noted above, Section 1503(a) requires the disclosure to be included in periodic reports. Should we also require the information to be included in registration statements?

Response: We submit that the disclosure pursuant to Section 1503(a) of the Dodd-Frank Act should not also be required to be included in registration statements. Section 1503(a) on its face only requires the mandated disclosure to be included in "each periodic report filed with the Commission under the securities laws".[2] To the extent that mine safety information required to be included in an issuer's Exchange Act periodic reports pursuant to Section 1503(a) of the Dodd-Frank Act is material to a reasonable investor's decision to invest in the issuer's securities, disclosure would otherwise be required in the issuer's registration statements.

11. Should we require the disclosure to be provided in an interactive data format? Why or why not? Would investors find interactive data to be a useful tool to analyze the information provided and generate statistics for their own use? If so, what format would be most appropriate for providing standardized data disclosure – for example, eXtensible Markup Language (XML) or eXtensible Business Reporting Language (XBRL)? Could the use of interactive data make it possible for issuers to reduce reporting costs by using the same data that is already available through MSHA's data retrieval system?

Response: We submit that it would not be appropriate to require the disclosure to be provided in an interactive data format. The Commission's existing rules requiring issuers to furnish information in an interactive data format pertain to financial information, and the purpose of those rules is to facilitate financial analysis by investors. The information required to be disclosed pursuant to Section 1503 is not financial in nature and is less likely to be relevant to investors' financial analysis of the issuer. Therefore, providing the Section 1503 information in an interactive data format would not provide any significant benefit.

13. As proposed, issuers would be required to report all orders, violations or citations received during the period covered by the report, regardless of whether such order, violation or citation was subsequently dismissed or reduced below a

[2] Section 1503(a) of the Dodd-Frank Act.

reportable level prior to the filing of the periodic report. Should we instead allow such orders, violations or citations to be excluded from the disclosure?

Response: We support the Commission's proposal that issuers should not be allowed to exclude such orders, violations or citations from the disclosure. However, we submit that it is appropriate to permit issuers to separately disclose orders, violations or citations that the issuer is contesting and to annotate the disclosure with information regarding the status of such orders, violations or citations. We would propose that issuers should be permitted as part of the succeeding period's disclosure to update previously reported orders, violations or citations that have been dismissed or reduced below a reportable level during the intervening period.

14. **Is it appropriate to limit this disclosure item to only S&S violations, or should we require disclosure of every violation under section 104 of the Mine Act?**

Response: We support the Commission's proposal and submit that expanding the scope of the disclosure required beyond the mandate set forth in Section 1503 would be unwarranted.

16. **As proposed, issuers would be required to include in the total dollar amount any proposed assessments of penalties that are being contested. Should issuers be permitted to exclude proposed assessments that are being contested? Should issuers be permitted to note the contested amounts separately?**

Response: We recommend that issuers should be permitted to note the contested amounts separately, as we believe that investors would consider such distinction meaningful information.

17. **As proposed, we would require disclosure of mining-related fatalities only at mines that are subject to the Mine Act. However, many foreign jurisdictions already require mine operators to report mining-related fatalities. Would it be more appropriate to instead require disclosure of mining-related fatalities at all mines operated by companies that file periodic reports with the Commission, regardless of the location of the mine? For example, under such an approach, a foreign private issuer would have to disclose all mining-related fatalities at mines in its home country or any other jurisdiction, and domestic issuers would be required to disclose mining-related fatalities at mines outside of the United**

States. Would this be appropriate? How difficult would it be for issuers to compile and report this information? Would such an approach impose significant costs on issuers?

Response: We support the Commission's proposal to require disclosure of mining-related fatalities only at mines that are subject to the Mine Act. We submit that this approach is consistent with the scope of Section 1503(a), which by its terms only applies to mines that are subject to the Mine Act – i.e., mines located in the United States. In the Release, the Commission proposes to require disclosure of all fatalities required to be reported pursuant to MSHA regulations, unless the fatality has been determined to be "non-chargeable" to the mining industry.[3] With respect to mines in the United States, which are subject to MSHA regulations, this "bright-line" standard should be straightforward for issuers to comply with. With respect to mines outside the United States, however, because issuers are not required to report fatalities at these mines pursuant to MSHA regulations, we believe that this standard would be difficult to apply and may result in the reporting of mining-related fatalities that is not comparable across jurisdictions, which could be confusing or misleading to readers.

18. **Should we, as proposed, require disclosure of all fatalities required to be reported pursuant to MSHA regulations, unless the fatality has been determined to be "nonchargeable" to the mining industry? Should we add an instruction to the rule specifying this interpretation of the disclosure requirement? Would it be more appropriate to instead require disclosure of all fatalities regardless of the determination that it was "non-chargeable"? Should we provide further guidance as to the timing of reporting for fatalities that are under review by MSHA's Fatality Review Committee?**

Response: We submit that it is appropriate to require disclosure only of those fatalities that, as of the last day of the period for which the disclosure is required, have been determined by the MSHA's Fatality Review Committee to be "chargeable".

[3] Release at II.A.4.g.

19. **If we were to require disclosure of mining-related fatalities regardless of the location of the mine, what standard, if any, should we apply for determining whether a fatality is related or unrelated to mining activity? For example, would it be appropriate to apply the MSHA framework to non-U.S. jurisdictions, or to look to each non-U.S. jurisdiction's mine safety regulatory scheme for guidance?**

Response: See response to #17 above.

26. **Should we require foreign private issuers to file disclosure about the receipt of imminent danger orders or notices of a pattern or potential pattern of violations within four days under cover of Form 8-K, Form 6-K or a special report on Form 20-F? Should we otherwise require a foreign private issuer to promptly disclose the receipt of such order or notices? Does a divergent treatment of U.S. issuers and foreign private issuers in connection with current reporting disadvantage U.S. issuers? Should this be addressed in our rules, and if so, how? To what extent, if any, would foreign private issuers have additional burdens or costs associated with reporting these events on a current basis?**

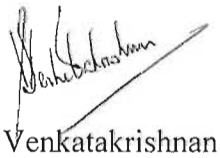
Response: We support the Commission's proposal not to extend the current reporting requirements of Section 1503(b) of the Dodd-Frank Act to apply to foreign private issuers. This approach is consistent both with the statutory text of Section 1503(b) of the Dodd-Frank Act, which refers only to Form 8-K, as well as with the Commission's existing scheme of requiring domestic issuers to file current reports on Form 8-K upon the occurrence of certain specified events and requiring foreign private issuers to file under cover of Form 6-K copies of material information that the foreign private issuer makes, or is required to make, public under the laws of its jurisdiction of incorporation, files, or is required to file, under the rules of any stock exchange, or otherwise distributes to its security holders. This scheme helps to minimize costs for foreign private issuers, which must prepare annual reports on Form 20-F or Form 40-F meeting specific disclosure requirements promulgated by the Commission, but which may otherwise follow their home jurisdiction periodic reporting rules throughout the year. Diverging from this scheme would create additional costs for foreign private issuers and, we submit, would be inappropriate in the absence of clear statutory authority.

28. As proposed, we would not include proposed Item 1.04 in the list of items in Rules 13a-11(c) and 15d-11(c) with respect to which the failure to file a report on Form 8-K will not be deemed to be a violation of Section 10(b) or Rule 10b-5. Should we instead add proposed Item 1.04 to the safe harbor? Why or why not?

Response: We submit that the Commission should include proposed Item 1.04 to the safe harbor. We believe that the failure to file a Form 8-K to report an Item 1.04 event should not be deemed to be a violation of Section 10(b) or Rule 10b-5, particularly because such information will be made public by the MSHA data retrieval system.

AngloGold Ashanti appreciates the opportunity to comment on the Release and would be pleased to discuss any questions the Commission may have in respect of our comments. Should the Commission wish to discuss our comments, please contact the undersigned at +27 11 637 6000.

Yours faithfully,



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