

GOLD FIELDS LTD

Form 6-K

March 29, 2016

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 29 March 2016

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  
MAJOR SUBSIDIARY.**

In compliance with paragraphs 3.63 to 3.74 of the Listings Requirements of JSE Limited ("the Listings Requirements") we hereby advise that Mr J Pauley a director of a major subsidiary, Gold Fields Orogen Holding (BVI) Limited, sold all of his 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 transaction is set out below:

**J Pauley**

Nature of transaction

On market sale of shares in terms of the above 2012 scheme

Transaction Date

22 March 2016

Number of Shares

44,156

Class of Security

Ordinary Shares

Market Price per Share

R59.2900

Total Value

R2,618,009.24

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.

24 March 2016

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: 29 March 2016

By:

/s/ Nicholas J. Holland

Name:

Nicholas J. Holland

Title:

Chief Executive Officer