

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 3 June 2019

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)
 Share Code: GFI
 ISIN Code: ZAE000018123
 (the "Company")

DEALING IN SECURITIES

In compliance with paragraphs 3.63 - 3.74 of the Listings Requirements of JSE Limited, shareholders are advised that Gold Fields Limited has awarded on 28 May 2019 ("the Award Date"), Award effective 15 February 2019, Conditional Performance Shares to directors of the Company and major subsidiaries in terms of the Gold Fields Limited 2012 Share Plan (as amended) as set out below.

Performance Shares (PS) are conditionally awarded, based on a share price of R57.3756 being the 3 day VWAP of 27, 28, 29 February 2019. The number of PS which may settle to a participant on vesting date i.e. three years from effective date of the award, will be determined by the company achieving pre-determined performance conditions as follows:

Relative TSR - measured against the performance of ten other major gold mining companies based on the Gold Fields share price compared to the basket of respective US dollar share prices of the peer group,

Absolute TSR - Gold Fields share price measured at the start and the end of the performance period.

Free Cash Flow Margin - achievement of pre-determined FCFM target. The number of shares to be settled will range from 0% to 200% of the initial conditional award.

Name	NJ HOLLAND
Position	Director of Gold Fields Limited
No of PS awarded and accepted	163 966
Award Acceptance Date	28 May 2019
Class of underlying security to which rights attach	Ordinary shares
Nature of transaction	Off market acceptance of Performance Shares awarded
Vesting Period	Performance Shares vest on third anniversary of effective Award date
Nature of interest	Direct and Beneficial
Name	R BARDIEN
Position	Director of a Major Subsidiaries: Gold Fields Operations Limited, JFI Joint Venture Holdings (Pty) Limited and Gold Fields

No of PS awarded and accepted	69 117
Award Acceptance Date	29 May 2019
Class of underlying security to which rights attach	Ordinary shares
Nature of transaction	Off market acceptance of Performance Shares awarded
Vesting Period	Performance Shares vest on third anniversary of effective Award date
Nature of interest	Direct and Beneficial
Name	M PREECE
Position	Director of a Major Subsidiaries: Gold Fields Operations Limited, JFI Joint Venture Holdings (Pty) Limited and Gold Fields
No of PS awarded and accepted	60 276
Award Acceptance Date	28 May 2019
Class of underlying security to which rights attach	Ordinary shares
Nature of transaction	Off market acceptance of Performance Shares awarded
Vesting Period	Performance Shares vest on third anniversary of effective Award date
Nature of interest	Direct and Beneficial
Name	L RIVERA
Position	Director of a Major Subsidiaries: Director of a Major Subsidiaries: Gold Fields La Cima
No of PS awarded and accepted	176 981
Award Acceptance Date	28 May 2019
Class of underlying security to which rights attach	Ordinary shares
Nature of transaction	Off market acceptance of Performance Shares awarded
Vesting Period	Performance Shares vest on third anniversary of effective Award date
Nature of interest	Direct and Beneficial
Name	NA CHOCHAN
Position	Director of a Major Subsidiaries: Gold Fields Operations Limited, JFI Joint Venture Holdings (Pty) Limited and Gold Fields
No of PS awarded and accepted	126 392
Award Acceptance Date	28 May 2019
Class of underlying security to	Ordinary shares

which rights attach	
Nature of transaction	Off market acceptance of Performance Shares awarded
Vesting Period	Performance Shares vest on third anniversary of effective Award date
Nature of interest	Direct and Beneficial
Name	CW DU TOIT
Position	Director of a Major Subsidiaries: Gold Fields Australia(Pty) Limited, GSM Holding Company Limited
No of PS awarded and accepted	18 851
Award Acceptance Date	28 May 2019
Class of underlying security to which rights attach	Ordinary shares
Nature of transaction	Off market acceptance of Performance Shares awarded
Vesting Period	Performance Shares vest on third anniversary of effective Award date
Nature of interest	Direct and Beneficial
Name	A MUNT
Position	Director of a Major Subsidiaries: Gold Fields Australia(Pty) Limited, GSM Holding Company Limited
No of PS awarded and accepted	17 566
Award Acceptance Date	28 May 2019
Class of underlying security to which rights attach	Ordinary shares
Nature of transaction	Off market acceptance of Performance Shares awarded
Vesting Period	Performance Shares vest on third anniversary of effective Award date
Nature of interest	Direct and Beneficial

In accordance with section 3.66 of the Listings Requirements, the necessary clearance was obtained.

31 May 2019

Sponsor:

JP Morgan Equities South Africa Proprietary 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: 3 June 2019

By: /s/ Nicholas J. Holland

Name: Nicholas J. Holland

Title: Chief Executive Officer