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ANGLOGOLD LTD
Form SC 13D/A
June 07, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

ANGLOGOLD ASHANTI LIMITED

(Name of Issuer)

ORDINARY SHARES

(Title of Class of Securities)

035128206

(CUSIP Number)

Nicholas Jordan
Company Secretary
Anglo American plc
20 Carlton House Terrace
London SW1Y 5AN
United Kingdom
011-44-20-7698-8888

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

June 4, 2004

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box [] .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act

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but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

CUSIP No. 035128 20 6

1 NAME OF REPORTING PERSONS: ANGLO AMERICAN PLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS: _____

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION: England and Wales

	7	SOLE VOTING POWER
		NONE
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		132,088,099
	9	SOLE DISPOSITIVE POWER
		NONE
	10	SHARED DISPOSITIVE POWER
		132,088,099

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

132,088,099

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

49.97%

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14 TYPE OF REPORTING PERSON (See Instructions)

CO

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SCHEDULE 13D

CUSIP No. 035128 20 6

1 NAME OF REPORTING PERSONS: ANGLO SOUTH AFRICA CAPITAL (PTY) LTD

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS: _____

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION: The Republic of South Africa

7 SOLE VOTING POWER

NONE

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

132,088,099

9 SOLE DISPOSITIVE POWER

NONE

10 SHARED DISPOSITIVE POWER

132,088,099

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

132,088,099

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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49.97%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

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This Amendment No. 3 ("Amendment No. 3") amends and supplements the Statement on Schedule 13D, originally filed on November 21, 2003 (as amended prior to the date hereof, the "Schedule 13D"), and amended and supplemented on February 25, 2004 by Amendment No. 1 and on May 10, 2004 by Amendment No. 2. Unless otherwise defined in this Amendment No. 3, the capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Schedule 13D.

Since the date of Amendment No. 2, the Reporting Persons have acquired beneficial ownership of 5,817,043 Ordinary Shares.

Item 3. Source and Amount of Funds or Other Consideration.

The response set forth in Item 3 of the Schedule 13D is hereby amended by adding the following at the end thereof:

"The aggregate consideration paid for the Ordinary Shares the acquisition of which is reported pursuant to Amendment No. 3 is ZAR1,277,070,273.51. The funds for the purchases have been supplied by a subsidiary of Anglo American."

Item 4. Purpose of the Transaction.

The response set forth in Item 4 of the Schedule 13D is hereby amended by adding the following sentence at the end of the second paragraph thereof:

"The Ordinary Shares the acquisition of which is reported pursuant to this Amendment No. 3 were acquired as part of the purchases intended to increase the Reporting Persons' percentage ownership interest in the Ordinary Shares to at least a majority after giving effect to the Ashanti Transaction."

Item 5. Interest in Securities of the Issuer.

The response set forth in Item 5(a) of the Schedule 13D is hereby amended by deleting the first paragraph thereof and replacing it with the following:

"The responses of the Reporting Persons to Rows (11) through (13) of the cover pages of this Amendment No. 3 are incorporated herein by reference. The Reporting Persons are the sole beneficial owners of 132,088,099 Ordinary Shares representing 49.97% of the Ordinary Shares outstanding as of June 7, 2004 (the "Outstanding Shares")."

The response set forth in Item 5(c) of the Schedule 13D is hereby amended by adding the following at the end thereof:

"Attached hereto as Exhibit G is a description of the aggregate daily transactions effected by or on behalf of the Reporting Persons from May 10, 2004 until the date of this Amendment No. 3. Information contained in Exhibit G is incorporated by reference herein.

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Except as disclosed in this Amendment No. 3, none of the Reporting Persons or the Holding Companies nor, to the best of their knowledge, any of the persons listed on Exhibit A has effected any transaction in the Ordinary Shares since May 10, 2004."

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The response set forth in Item 6 of the Schedule 13D is hereby amended by deleting the response in its entirety and replacing it with the following:

"On June 4, 2004, Anglo SA Capital acquired from Lonmin plc 3,500,000 Ordinary Shares at a price of ZAR214.71 per Ordinary Share. The purchase was effected through the JSE Securities Exchange of South Africa. No written agreement was entered into in connection with the purchase of such Ordinary Shares from Lonmin plc. Except as described in this Statement, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between any of the Reporting Persons and between such persons and any other person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies."

Item 7. Materials to be Filed as Exhibits.

The response set forth in Item 7 of the Schedule 13D is hereby amended by adding the following Exhibit G:

Exhibit G Summary of daily acquisitions of Ordinary Shares effected on behalf of the Reporting Persons during the period from May 10, 2004 until the date of Amendment No. 3.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated:

June 7, 2004

ANGLO AMERICAN PLC

/s/ Nicholas Jordan

Signature

Nicholas Jordan / Company Secretary

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Name/Title

Dated:

June 7, 2004

ANGLO SOUTH AFRICA CAPITAL
(PTY) LTD

By: ANGLO AMERICAN PLC

Pursuant to the Joint Filing Agreement

/s/ Nicholas Jordan

Signature

Nicholas Jordan / Company Secretary

Name/Title

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EXHIBIT G

SUMMARY OF DAILY ACQUISITIONS OF ORDINARY SHARES MADE ON
BEHALF OF REPORTING PERSONS SINCE MAY 10, 2004

The purchases listed below were made by a broker on behalf of Anglo SA Capital either through the JSE Securities Exchange of South Africa or through the New York Stock Exchange, in which case such purchases were reported in South African Rand through the facilities of the JSE Securities Exchange of South Africa with the purchase price paid by Anglo SA Capital in South African Rand. The amounts set forth below reflect the daily share purchases and average price per Ordinary Share paid in South African Rand by Anglo SA Capital, including commissions and other costs for such shares.

Date of Purchase	Number of Shares Purchased on Such Date	Average Price per Ordinary Share (Rand)
May 10, 2004	469,477	224.24
May 11, 2004	199,900	222.10
May 25, 2004	262,215	229.14
May 26, 2004	269,483	230.23
May 27, 2004	234,300	233.34

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May 28, 2004	210,100	231.37
May 31, 2004	11,000	228.99
June 1, 2004	214,000	224.95
June 2, 2004	238,000	225.26
June 3, 2004	200,568	221.89
June 4, 2004	8,000	216.80

In addition, on June 4, 2004, Anglo SA Capital acquired from Lonmin plc 3,500,000 Ordinary Shares at a price of ZAR214.71 per Ordinary Share. The purchase was effected through the JSE Securities Exchange of South Africa.