

ANGLOGOLD ASHANTI LTD
Form F-6EF
April 06, 2006

As filed with the Securities and Exchange Commission on April 6, 2006

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depositary Receipts

of

ANGLOGOLD ASHANTI LIMITED

(f/k/a AngloGold Limited)

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

REPUBLIC OF SOUTH AFRICA
(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK

(Exact name of depository as specified in its charter)

One Wall Street, New York, N.Y. 10286
(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

**The Bank of New York
ADR Division**

One Wall Street, 29th Floor

New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:
Peter B. Tisne, Esq.
Emmet, Marvin & Martin, LLP
120 Broadway
New York, New York 10271
(212) 238-3010**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount to be registered | Proposed maximum aggregate price per unit ⁽¹⁾ | Proposed maximum aggregate offering price ⁽¹⁾ | Amount of registration fee |
|---|---|---|---|---|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing ordinary shares of the par value of twenty-five South African cents (R0.25) of AngloGold Ashanti Limited | 150,000,000 American Depositary Shares | \$5.00 | \$7,500,000 | \$802.50 |

1

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

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Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by a previous Registration Statement on Form F-6 of the registrant (Regis. No. 333-14066).

EMM-833060_3

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

EMM-833060_3

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

Item Number and Caption

Location in Form of Receipt
Filed Herewith as Prospectus

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| | |
|---|---|
| 1. Name and address of depositary | Introductory Article |
| 2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities | |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts | corner |
| (ii) The procedure for voting, if any, the deposited securities | Articles number 15, 16 and 18 |
| (iii) The collection and distribution of dividends | Articles number 4, 12, 13, 15 and 18 |
| (iv) The transmission of notices, reports and proxy soliciting material | Articles number 11, 15, 16 and 18 |
| (v) The sale or exercise of rights | Articles number 13, 14, 15 and 18 |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles number 12, 13, 15, 17 and 18 |
| (vii) Amendment, extension or termination of the deposit agreement | Articles number 20 and 21 |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts | Article number 11 |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Articles number 2, 3, 4, 5, 6, 8 and 22 |
| (x) Limitation upon the liability of the depositary | Articles number 14, 18, 19 and 21 |

| | |
|---------------------|-------------------------|
| 3. Fees and Charges | Articles number 7 and 8 |
| Item - 2. | |

Available Information

| | |
|------------------------------------|-------------------|
| Public reports furnished by issuer | Article number 11 |
|------------------------------------|-------------------|

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of June 26, 1998, as amended and restated as of August 5, 1998, as amended and restated as of December 24, 2002, among AngloGold Ashanti Limited (f/k/a AngloGold Limited), The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented thereby. - Not Applicable.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. - Filed herewith as Exhibit 4.

e.

Certification under Rule 466. - Filed herewith as Exhibit 5.

Item - 4.

Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both: (1) received by the Depositary as the holder of the deposited securities; and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged, and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR 30 days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on April 5, 2006.

Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares of the par value of twenty-five South African cents (R0.25) of AngloGold Ashanti Limited.

By:

The Bank of New York,
As Depositary

By: /s/ Joanne F. DiGiovanni

Joanne F. DiGiovanni

Vice President

Pursuant to the requirements of the Securities Act of 1933, AngloGold Ashanti Limited has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Johannesburg, South Africa on April 5, 2006.

AngloGold Ashanti Limited

By: /s/ Srinivasan Venkatakrishnan

Name: Srinivasan Venkatakrishnan

Title: Executive Director, Finance

Each of the undersigned do hereby constitute and appoint Srinivasan Venkatakrishnan and Christopher R. Bull and each of them, individually, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, in his or her name, place and stead, in any and all capacities (including his or her capacity as a director and/or officer of the registrant), to sign any and all amendments and post-effective amendments and supplements to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature

Title

Date

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| | | |
|---|---|---------------|
| <u>/s/ Robert M. Godsell</u> Robert M. Godsell | Executive director and chief executive officer | April 5, 2006 |
| <u>/s/ Srinivasan Venkatakrishnan</u> Srinivasan Venkatakrishnan | Executive director, finance (Principal Financial Officer; Principal Accounting Officer) | April 5, 2006 |
| <u>/s/ Neville F. Nicolau</u> Neville F. Nicolau | Executive director and Chief Operating Officer, Africa | April 4, 2006 |
| <u>/s/ Roberto Carvalho Silva</u> Roberto Carvalho Silva | Executive director and Chief Operating Officer, International | April 5, 2006 |
| <u>/s/ Kelvin H. Williams</u> Kelvin H. Williams | Executive director, marketing | April 5, 2006 |
| <u>/s/ Frank B. Arisman</u> Frank B. Arisman | Non-executive director | April 2, 2006 |
| <u>/s/ Reginald E. Bannerman</u> Reginald E. Bannerman | Non-executive director | April 3, 2006 |
| <u>/s/ Elisabeth le R. Bradley</u> Elisabeth le R. Bradley | Non-executive director | April 3, 2006 |
| <u>/s/ Colin B. Brayshaw</u> Colin B. Brayshaw | Non-executive director | April 5, 2006 |
| <u>/s/ Russell P. Edey</u> Russell P. Edey | Non-executive director and chairman | April 5, 2006 |
| <u>/s/ Samuel E. Jonah</u> | | April 5, 2006 |

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| | | |
|---------------------------------|--|---------------|
| Samuel E. Jonah | Non-executive director and president | |
| <u>/s/ Thokoana J. Motlatsi</u> | | April 3, 2006 |
| Thokoana J. Motlatsi | Non-executive director and deputy chairman | |
| <u>/s/ Rene Medori</u> | | April 5, 2006 |
| Rene Medori | Non-executive director | |
| <u>/s/ William A. Nairn</u> | | April 5, 2006 |
| William A. Nairn | Non-executive director | |
| <u>/s/ Simon R. Thompson</u> | | April 5, 2006 |
| Simon R. Thompson | | |
| | Non-executive director | |
| <u>/s/ Anthony J. Trahar</u> | | April 5, 2006 |
| Anthony J. Trahar | | |
| | Non-executive director | |
| <u>/s/ Polelo L. Zim</u> | | April 5, 2006 |
| Polelo L. Zim | Non-executive director | |
| <u>/s/ Peter V. O Connor</u> | | April 5, 2006 |
| Peter V. O Connor | Authorized Representative in the United States | |

INDEX TO EXHIBITS

| <u>Exhibit Number</u> | <u>Exhibit</u> |
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| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. |
| 5 | Certification under Rule 466. |