

HARMONY GOLD MINING CO LTD  
Form F-6EF  
December 10, 2010

As filed with the Securities and Exchange Commission on December 10, 2010

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM F-6**

**REGISTRATION STATEMENT**

under

**THE SECURITIES ACT OF 1933**

For American Depositary Shares Evidenced by American Depositary Receipts

of

**HARMONY GOLD MINING COMPANY 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 MELLON

(Exact name of depository as specified in its charter)

One Wall Street, New York, New York 10286

(212) 495-1784

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

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**The Bank of New York Mellon**

**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

| <b>Title of each class<br/>of Securities to be</b> | <b>Amount to be<br/>registered</b> | <b>Proposed<br/>maximum aggregate</b> | <b>Proposed<br/>maximum aggregate</b> | <b>Amount of<br/>registration</b> |
|----------------------------------------------------|------------------------------------|---------------------------------------|---------------------------------------|-----------------------------------|
|----------------------------------------------------|------------------------------------|---------------------------------------|---------------------------------------|-----------------------------------|

| registered                                                                                                                                                                 |             | price per unit <sup>(1)</sup> | offering price <sup>(1)</sup> | fee        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------------------------|-------------------------------|------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing ordinary shares, of Harmony Gold Mining Company Limited. | 300,000,000 | \$5.00                        | \$15,000,000                  | \$1,069.50 |

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

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.

## PART I

### INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

Location in Form of Receipt

Item Number and Caption

Filed Herewith as Prospectus

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

Face of Receipt, upper right corner

by one unit of American Depositary Receipts

(ii) The procedure for voting, if any, the deposited

Articles number 15, 16 and 18

securities

(iii) The collection and distribution of dividends

Articles number 4, 12, 13, 15 and

18

(iv) The transmission of notices, reports and proxy

Articles number 11, 15, 16 and 18

soliciting material

(v) The sale or exercise of rights

Articles number 13, 14, 15 and 18

(vi) The deposit or sale of securities resulting from

Articles number 12, 13, 15, 17 and

dividends, splits or plans of reorganization

18

(vii) Amendment, extension or termination of the

Articles number 20 and 21

deposit agreement

(viii) Rights of holders of Receipts to inspect the

Article number 11

transfer books of the depository and the list of

holders of Receipts

(ix) Restrictions upon the right to transfer or

Articles number 2, 3, 4, 5, 6, 8 and

withdraw the underlying securities

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(x) Limitation upon the liability of the depository

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

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of August 12, 1996, as amended and restated as of October 2, 1996, as further amended and restated as of September 15, 1998, among Harmony Gold Mining Company Limited, The Bank of New York as Depositary, and all Owners and holders 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. - 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 thirty days before any change in the fee schedule.

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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 December 10, 2010.

Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares, of Harmony Gold Mining Company Limited

By:

The Bank of New York Mellon,

As Depositary

By: /s/ Joanne F. Di Giovanni

Name: Joanne F. Di Giovanni

Title: Managing Director

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Pursuant to the requirements of the Securities Act of 1933, HARMONY GOLD MINING COMPANY 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 December 10, 2010.

**HARMONY GOLD MINING COMPANY LIMITED**

By: /s/ Graham Paul Briggs

Name: Graham Paul Briggs

Title: Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Graham Paul Briggs and Hannes Otto Meyer, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, 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 the following persons in the capacities indicated and on December 10, 2010.

/s/ Graham Paul Briggs

Chief Executive Officer and Director

Graham Paul Briggs

(principal executive officer)



/s/ Hannes Otto Meyer

Chief Financial Officer and Director

Hannes Otto Meyer

(principal financial and accounting officer)

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Chairman of the Board and Director

Patrice Motsepe

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Director

Andre Wilkens

/s/ Cathie Markus

Director

Cathie Markus

/s/ Cedric Savage

Director

Cedric Savage

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Director

Cheick Diarra

/s/ Fikile De Buck

Director

Fikile De Buck

/s/ Frank Abbott

Director

Frank Abbott

---

Director

Joaquim Chissano

---

Director

Ken Dicks

/s/ Mashego Mashego

Director

Mashego Mashego

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Director

Modise Motloba

/s/ Simo Lushaba

Director

Simo Lushaba

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**Authorized U.S. Representative**

THE BANK OF NEW YORK MELLON  
as Authorized U.S. Representative

By /s/ Joanne F. Di Giovanni  
Name: Joanne F. Di Giovanni  
Title: Managing Director

INDEX TO EXHIBITS

Exhibit

Number

Exhibit

1

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4

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.

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Certification under Rule 466.