

ANGLOGOLD ASHANTI LTD

Form 6-K

May 15, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**

**PURSUANT TO RULE 13a-16 OR 15d-16 OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

Report on Form 6-K dated May 15, 2012

Commission File Number 1-14846

AngloGold Ashanti Limited

(Name of registrant)

76 Jeppe Street

Newtown, 2001

(P.O. Box 62117, Marshalltown, 2107)

South Africa

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

**Form 20-F**  **X** 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):

Yes

**No**  **X**

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):

Yes

**No**  **X**

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

**No**  **X**

Enclosure: Press release

DEALINGS IN SECURITIES BY DIRECTORS OF ANGLOGOLD

ASHANTI LIMITED IN TERMS OF THE ANGLOGOLD SHARE

INCENTIVE SCHEME

**AngloGold Ashanti Limited**

(Incorporated in the Republic of South Africa \ Reg. No. 1944/017354/06)

ISIN No. ZAE000043485 – JSE share code: ANG \ CUSIP: 035128206 – NYSE share code: AU

Website: www.anglogoldashanti.com

**News Release**

15 May 2012

**DEALINGS IN SECURITIES BY DIRECTORS OF ANGLOGOLD ASHANTI LIMITED IN TERMS OF THE ANGLOGOLD SHARE INCENTIVE SCHEME**

In terms of JSE Listings Requirement 3.63, AngloGold Ashanti gives notice that the following directors have exercised share options, after having received clearance to do so in terms of Listings Requirement 3.66. The options were granted in terms of the AngloGold Share Incentive Scheme.

The Chief Executive Officer, Mr Mark Cutifani and the Chief Financial Officer, Mr Srinivasan Venkatakrishnan have exercised 86,293 and 70,375 share options respectively and have applied all of the after-tax proceeds, net of costs, to acquire 51,692 and 42,157 ordinary shares respectively in their own names. The total ordinary shares held by Mr Cutifani and Mr Venkatakrishnan post the transaction detailed below is 61,692 and 52,508 respectively, which represents approximately 0.016% and 0.014% respectively of the total ordinary shares in issue at the date of this announcement.

AngloGold Ashanti discloses the following information on the above dealings as follows:

**OPTIONS EXERCISED**

Name of director

M Cutifani

S Venkatakrishnan

Name of company

AngloGold Ashanti Limited

AngloGold Ashanti Limited

Date of transaction

14 May 2012

14 May 2012

Nature of transaction

Off-market exercise of share options

Off-market exercise of share options

Class of security

Options in respect of ordinary shares

Options in respect of ordinary shares

Date options granted

Between 2008 and 2009

Between 2007 and 2009

Date options vesting

Between 2011 and 2012

Between 2010 and 2012

Number of options exercised

86,293

70,375

Option strike price

NIL

NIL

Value of options exercised

R22,945,947.27

R18,713,233.28

**SHARES SOLD TO SETTLE TAX AND SELLING COSTS**

Name of director

M Cutifani

S Venkatakrisnan

Name of company

AngloGold Ashanti Limited

AngloGold Ashanti Limited

Date of transaction

14 May 2012

14 May 2012

Nature of transaction

On-market sale of shares to  
fund tax liability in relation of  
the above options and costs  
incurred in such sale

On-market sale of shares to  
fund tax liability in relation of  
the above options and costs  
incurred in such sale

Class of security

Ordinary shares

Ordinary shares

Number of shares sold

34,601

28,218

Selling price per share

R265.9074

R265.9074

Value of transaction

R9,200,661.95

R7,503,375.01

Extent of interest

Direct, beneficial

Direct, beneficial

Prior clearance to deal

Obtained

Obtained

**ENDS**

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Certain statements made in this communication, other than statements of historical fact, including, without limitation, those concerning the economic outlook for the gold mining industry, expectations regarding gold prices, production, cash costs and other operating results, growth prospects and outlook of AngloGold Ashanti's operations, individually or in the aggregate, including the completion and commencement of commercial operations of certain of AngloGold Ashanti's exploration and production projects and the completion of acquisitions and dispositions, AngloGold Ashanti's liquidity and capital resources and capital expenditure and the outcome and consequence of any potential or pending litigation or regulatory proceedings or environmental issues, are forward-looking statements or forecasts regarding AngloGold Ashanti's operations, economic performance and financial condition. These forward-looking statements or forecasts involve known and unknown risks, uncertainties and other factors that may cause AngloGold Ashanti's actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in these forward-looking statements. Although AngloGold Ashanti believes that the expectations reflected in such forward-looking statements or forecasts are reasonable, no assurance can be given that such expectations will prove to have been correct. Accordingly, results could differ materially from those set out in the forward-looking statements as a result of, among other factors, changes in economic and market conditions, success of business and operating initiatives, changes in the regulatory environment and other government actions including environmental approvals and actions, fluctuations in gold prices and exchange rates, and business and operational risk management. For a discussion of certain of these and other factors, refer to AngloGold Ashanti's annual report for the year ended 31 December 2011, which was distributed to shareholders on 4 April 2012 and the company's

2011 annual report on Form 20-F, which was filed with the Securities and Exchange Commission in the United States on 23 April 2012. These factors are not necessarily all of the important factors that could cause AngloGold Ashanti's actual results to differ materially from those expressed in any forward-looking statements. Other unknown or unpredictable factors could also have material adverse effects on future results. Consequently, stakeholders are cautioned not to place undue reliance on forward-looking statements. AngloGold Ashanti undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after today's date or to reflect the occurrence of unanticipated events, except to the extent required by applicable law. All subsequent written or oral forward-looking statements attributable to AngloGold Ashanti or any person acting on its behalf are qualified by the cautionary statements herein.

This communication may contain certain "Non-GAAP" financial measures. AngloGold Ashanti utilises certain Non-GAAP performance measures and ratios in managing its business. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, the reported operating results or cash flow from operations or any other measures of performance prepared in accordance with IFRS. In addition, the presentation of these measures may not be comparable to similarly titled measures other companies may use. AngloGold Ashanti posts information that is important to investors on the main page of its website at [www.anglogoldashanti.com](http://www.anglogoldashanti.com) and under the "Investors" tab on the main page. This information is updated regularly. Investors should visit this website to obtain important information about AngloGold Ashanti.

**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 authorized.

AngloGold Ashanti Limited

Date: May 15, 2012

By:

/s/ L Eatwell

Name: L EATWELL

Title: Company Secretary