

HARMONY GOLD MINING CO LTD

Form 6-K

November 20, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Form 6-K**

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO

RULE 13a-16 OR 15d-16 UNDER THE SECURITIES

EXCHANGE ACT OF 1934

For 20 November 2015

**Harmony Gold Mining Company**

**Limited**

Randfontein Office Park

Corner Main Reef Road and Ward Avenue

Randfontein, 1759

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 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

Harmony Gold Mining Company Ltd  
Registration number: 1950/038232/06  
Incorporated in the Republic of South Africa  
ISIN: ZAE000015228  
JSE share code: HAR

(“Harmony” or “the company”)

In compliance with paragraphs 3.63 to 3.74 of the JSE Listings Requirements, the following information is disclosed:

A.

**DEALINGS IN SECURITIES BY DIRECTORS: SHARE VESTINGS AND ON MARKET SALES**

In terms of provisions of the Harmony Share Plan, performance shares vest after 3 years.

1. Name of director:  
GP Briggs (Chief Executive Officer)

Nature of transaction:  
Off market vesting

Date:  
16 November 2015

Class of securities:  
Ordinary shares  
Number of performance shares vested and retained in own name:

44 615  
Vesting price per share:  
R8.78

Total value of shares vested:  
R391 719.70 (pre-tax)

Nature and extent of directors interest:  
Direct beneficial

2. Name of director:  
F Abbott (Financial Director)

Nature of transaction:  
Off market vesting

Date:  
16 November 2015

Class of securities:  
Ordinary shares  
Number of performance shares vested and retained in own

name:

18 547

Vesting price per share:

R8.78

Total value of shares

vested:

R162 842.66 (pre-tax)

Nature and extent of

directors interest:

Direct beneficial

3. Name of director:

HE Mashego (Executive

Director)

Nature of transaction:

Off market vesting and on

market sale of performance

shares (ordinary shares)

Date:

16 November 2015

Class of securities:

Ordinary shares

Number of performance shares

vested:

13 153

Vesting price per share:

R8.78

Total value of shares

vested:

R115 483.34 (pre-tax)

Number of performance shares

sold on market to cover tax:

5 393

Market price per share sold:

R8.78

Proceeds for on market sale

to cover tax:

Number of shares retained in

own name:

Nature and extent of

directors interest:

R47 350.54

7 760

Direct beneficial

4. Name of company secretary:

R Bisschoff (Company

Secretary)

Nature of transaction:

Off market vesting and on

market sale of performance

shares (ordinary shares)

Date:

16 November 2015

Class of securities:

Ordinary shares

Number of performance shares

vested and retained in own

name:

4 971

Vesting price per share:

R8.78

Total value of shares

vested:

R43 645.38 (pre-tax)

Nature and extent of

directors interest:

Direct beneficial

#### B. DEALING IN SECURITIES BY DIRECTORS: SHARE GRANTS

In line with the provisions of the Harmony Share Plan,

incentives / shares are allocated to directors in November of

each year.

1. Name of director:

GP Briggs (Chief Executive

Officer)

Nature of transaction:

Off market grant of

performance shares

Periods of vesting:

Performance shares vest

after three years.

Date:

16 November 2015

Class of securities:

Performance shares

Number of performance shares

awarded:

550 000

Matching shares granted,

supplementing restricted

shares not exercised:

32 684

Nature and extent of

director's interest:

Direct beneficial

2. Name of director:

F Abbott (Financial

Director)

Nature of transaction:

Off market grant of  
performance shares

Periods of vesting:

Performance shares vest  
after three years.

Date:

16 November 2015

Class of securities:

Performance shares

Number of performance shares  
awarded:

736 809

Matching shares granted,  
supplementing restricted  
shares not exercised:

63 408

Nature and extent of  
director's interest:

Direct beneficial

3. Name of director:

HE Mashego (Executive  
Director)

Nature of transaction:

Off market grant of  
performance shares

Periods of vesting:

Performance shares vest  
after three years.

Date:

16 November 2015

Class of securities:

Performance shares

Number of performance shares  
awarded:

455 758

Matching shares granted,  
supplementing restricted  
shares not exercised:

35 082

Nature and extent of  
director's interest:

Direct beneficial

4. Name of Company Secretary:  
Riana Bisschoff (Company

Secretary)

Nature of transaction:

Off market grant of  
performance shares

Periods of vesting:

Performance shares vest  
after three years.

Date:

16 November 2015

Class of securities:

Performance shares

Number of performance shares  
awarded:

152 972

Nature and extent of  
director's interest:

Direct beneficial

Prior clearance was obtained in respect of the above dealings  
by the directors.

For more details contact:

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Marian van der Walt

Executive: Corporate and Investor Relations

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Johannesburg, South Africa

20 November 2015

Sponsor:

J.P. 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 authorized.

Dated: November 20, 2015

Harmony Gold Mining Company Limited

By:

/s/ Frank Abbott

Name: Frank Abbott

Title: Financial

Director