

ANGLOGOLD ASHANTI LTD

Form 6-K

February 25, 2016

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 February 25, 2016

Commission File Number 1-14846

AngloGold Ashanti Limited

(Name of registrant)

76 Rahima Moosa Street (formerly 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 - **Announcement - Dealing in Securities by an Executive Director Of AngloGold Ashanti Limited**

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AngloGold Ashanti Limited
(Incorporated in the Republic of South Africa)
Reg. No. 1944/017354/06
ISIN. ZAE000043485 – JSE share code: ANG
CUSIP: 035128206 – NYSE share code: AU
("AngloGold Ashanti" or the "Company")

24 February 2016

NEWS RELEASE

DEALING IN SECURITIES BY AN EXECUTIVE DIRECTOR OF ANGLOGOLD ASHANTI LIMITED

In terms of JSE Listings Requirement 3.63, AngloGold Ashanti gives notice that an Executive Director has dealt in ordinary shares of the Company, after having received clearance to do so in terms of JSE Listings Requirement 3.66. The transactions were pursuant to a Co-Investment Plan (CIP) for the Company's executives.

In terms of the CIP, executives are allowed to apply up to 50% of their after tax cash bonus to purchase AngloGold Ashanti ordinary shares. The Company then matches their investment at 150% through an on-market purchase of shares, with vesting over a two-year period in two equal tranches. The first vesting date being the anniversary of the date on which the executive purchased the shares and the second vesting date being the second anniversary of the date on which the executive purchased the shares.

The Executive Director opted to participate in the CIP in 2015. This being the first anniversary of the date on which the Executive Director purchased the shares in 2015, the Company has purchased and allocated matching shares to the Executive Directors as detailed below:

Srinivasan Venkatakrishnan – Chief Executive Officer (Executive Director)

Name of officer

S Venkatakrishnan

Name of company

AngloGold Ashanti Limited

Date of transaction

23 February 2016

Nature of transaction

On-market purchase of shares by the Company, being the allocation of the matched portion in respect of the first tranche

Class of security

Ordinary shares

Number of shares purchased

12,902

Average price per share

R174.9932

Lowest price per share

R174.96

Highest price per share

R175.00

Value of transaction (excluding
brokerage and other fees)

R2,257,762.27

Extent of interest

Direct, Beneficial

Prior clearance to deal
Obtained

Related taxes have been paid by the Executive Director by selling a portion of the shares allocated to the Executive Director by the Company as detailed below:

SHARES SOLD TO SETTLE TAX COSTS

Srinivasan Venkatakrishnan – Chief Executive Officer (Executive Director)

ENDS

24 February 2016

Johannesburg

JSE Sponsor: Deutsche Securities (SA) Proprietary Ltd

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Certain statements contained in this document, 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, all-in

sustaining costs, all-in costs, cost savings and other operating results, return on equity, productivity improvements, growth

prospects and outlook of AngloGold Ashanti's operations, individually or in the aggregate, including the achievement of project

milestones, commencement and completion of commercial operations of certain of AngloGold Ashanti's exploration and

production projects and the completion of acquisitions, dispositions or joint venture transactions, AngloGold Ashanti's liquidity

and capital resources and capital expenditures and the outcome and consequence of any potential or pending litigation or

regulatory proceedings or environmental health and safety issues, are forward-looking statements 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 and 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, social and political and market conditions, the success of business and operating initiatives, changes in the regulatory environment and other government actions, including environmental approvals, fluctuations in gold prices and exchange rates, the outcome of pending or future litigation proceedings, and business and operational risk management.

Name of officer

S Venkatakrishnan

Name of company

AngloGold Ashanti Limited

Date of transaction

24 February 2016

Nature of transaction

On-market sale of shares to fund tax liability in relation to costs incurred in CIP

Class of security

Ordinary shares

Number of shares sold

5,418

Average Selling price per share

R191.0723

Lowest price per share

R191.18

Highest price per share

R191.06

Value of transaction

ZAR1,035,229.72

Extent of interest

Direct, beneficial

Prior clearance to deal

Obtained

For a discussion of such risk factors, refer to AngloGold Ashanti's annual report on Form 20-F for the year ended 31 December 2014, which was filed with the United States Securities and Exchange Commission ("SEC"). 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, readers 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 the date hereof 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 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.

AngloGold Ashanti Limited

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Website:

www.anglogoldashanti.com

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.

Date: February 25, 2016

AngloGold Ashanti Limited

By:

/s/ M E SANZ PEREZ

Name:

M E Sanz Perez

Title:

EVP: Group Legal, Commercial & Governance