

ANGLOGOLD ASHANTI LTD
Form 6-K
December 05, 2013

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 OF
THE SECURITIES EXCHANGE ACT OF 1934

Report on Form 6-K dated December 5, 2013

*This Report on Form 6-K shall be incorporated by reference in
our automatic shelf Registration Statement on Form F-3 as amended (File No. 333-182712) and our Registration
Statements on Form S-8 (File Nos. 333-10990 and 333-113789) as amended, to the extent not superseded by
documents or reports subsequently filed by us under the Securities Act of 1933 or the Securities Exchange Act of
1934, in each case as amended*

Commission file number: 1-14846

AngloGold Ashanti Limited

(Name of Registrant)

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76 Jeppe Street

Newtown, Johannesburg, 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: **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:**

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:**

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:**

Enclosures: Unaudited condensed consolidated financial statements as of September 30, 2013 and December 31, 2012 and for each of the nine month periods ended September 30, 2013 and 2012, prepared in accordance with U.S. GAAP, and related management's discussion and analysis of financial condition and results of operations.

ANGLOGOLD ASHANTI LIMITED

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

Prepared in accordance with US GAAP

	Nine months ended September 30,	
	2013	2012
	(unaudited)	(unaudited)
	(in US Dollars, millions, except for share data)	
Sales and other income	4,135	5,013
Product sales	4,079	4,955
Interest, dividends and other	56	58
Cost and expenses	5,997	3,563
Production costs	2,469	2,361
Exploration costs	206	267
Related party transactions	(12)	(13)
General and administrative	176	213
Royalties	97	142
Market development costs	5	6
Depreciation, depletion and amortization	582	588
Impairment of assets (see note D)	2,142	2
Interest expense	209	151
Accretion expense	30	24
Employment severance costs	73	8
Loss/(profit) on sale of assets, realization of loans, indirect taxes and other (see note F)	370	(12)
Non-hedge derivative gain and movement on bonds (see note G)	(350)	(174)
(Loss)/income before income tax and equity income in associates	(1,862)	1,450
Taxation benefit/(expense) (see note H)	155	(555)
Equity (loss)/income in associates	(170)	18
Net (loss)/income	(1,877)	913
Less: Net loss/(income) attributable to noncontrolling interests	14	(13)
Net (loss)/income - attributable to AngloGold Ashanti	(1,863)	900
(Loss)/income per share attributable to AngloGold Ashanti common stockholders: (cents)		
(see note J)		
Net (loss)/income		
Ordinary shares	(481)	233
E Ordinary shares	(240)	117
Ordinary shares - diluted	(542)	192
E Ordinary shares - diluted	(271)	109
Weighted average number of shares used in computation		
Ordinary shares	386,677,304	384,299,440
Ordinary shares - diluted	404,487,080	419,369,278
E Ordinary shares - basic and diluted	1,598,625	2,541,262
Dividend declared per ordinary share (cents)	10	50
Dividend declared per E ordinary share (cents)	5	25

ANGLOGOLD ASHANTI LIMITED

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Prepared in accordance with US GAAP

	Nine months ended September 30, 2013	2012
	(unaudited)	(unaudited)
	(in US Dollars, millions)	
Net (loss)/income	(1,877)	913
Other comprehensive income consists of the following:		
Translation loss	(369)	(59)
Net loss on available-for-sale financial assets arising during the period, net of tax of \$2 million and \$4 million, respectively	(21)	(13)
Reclassification of other-than-temporary impairments on available-for-sale financial assets to Net (loss)/income during the period, net of tax of \$nil million and \$nil million, respectively	29	4
Release on disposal of available-for-sale financial assets during the period, net of tax of \$nil million	(1)	
Other comprehensive income	(362)	(68)
Comprehensive income	(2,239)	845
Total comprehensive income attributable to:		
AngloGold Ashanti	(2,225)	833
Noncontrolling interests	(14)	12
	(2,239)	845

ANGLOGOLD ASHANTI LIMITED

CONDENSED CONSOLIDATED BALANCE SHEETS

Prepared in accordance with US GAAP

	At September 30, 2013 (unaudited)	At December 31, 2012 (unaudited)
	(in US Dollars, millions)	
ASSETS		
Current assets	2,564	2,790
Cash and cash equivalents	786	892
Restricted cash	36	35
Receivables	456	496
Trade	52	104
Recoverable taxes, rebates, levies and duties	264	247
Other	140	145
Inventories (see note C)	960	1,165
Materials on the leach pad (see note C)	124	128
Deferred taxation assets	59	74
Assets held for sale (see note M)	143	
Property, plant and equipment, net	5,625	7,235
Acquired properties, net	133	748
Goodwill and other intangibles, net	277	305
Other long-term inventory (see note C)	126	180
Materials on the leach pad (see note C)	489	445
Other long-term assets (see note N)	1,452	1,360
Deferred taxation assets	104	39
Total assets	10,770	13,102
LIABILITIES AND EQUITY		
Current liabilities	1,296	1,959
Accounts payable and other current liabilities	847	1,007
Short-term debt	308	271
Short-term debt at fair value (see note E)	18	588
Bank overdraft	25	
Tax payable	41	93
Liabilities held for sale (see note M)	57	
Other non-current liabilities	293	379
Long-term debt (see note E)	2,306	2,750
Long-term debt at fair value (see note E)	1,297	
Derivatives		10
Deferred taxation liabilities	885	1,157
Provision for environmental rehabilitation	698	758
Provision for labor, civil, compensation claims and settlements	27	32
Provision for pension and other post-retirement medical benefits	168	209
Commitments and contingencies		
Equity	3,800	5,848
Common stock		
Share capital - 600,000,000 (2012 - 600,000,000) authorized ordinary shares of 25 ZAR cents each. Share capital - 4,280,000 (2012 - 4,280,000) authorized E ordinary shares of 25 ZAR cents each. Ordinary shares issued 2013 - 402,121,801 (2012 - 383,166,205). E ordinary shares issued 2013 - 700,000 (2012 - 700,000)	13	13
Additional paid in capital	9,062	8,808
Accumulated deficit	(4,006)	(2,103)

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Accumulated other comprehensive income	(1,290)	(928)
Other reserves	36	36
Total AngloGold Ashanti stockholders equity	3,815	5,826
Noncontrolling interests	(15)	22
Total liabilities and equity	10,770	13,102

ANGLOGOLD ASHANTI LIMITED

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Prepared in accordance with US GAAP

	Nine months ended September 30,	
	2013	2012
	(unaudited)	(unaudited)
	(in US Dollars, millions)	
Net cash provided by operating activities	556	1,286
Net (loss)/income	(1,877)	913
Reconciled to net cash provided by operations:		
Loss on sale of assets, realization of loans, indirect taxes and other	361	2
Depreciation, depletion and amortization	582	588
Impairment of assets	2,142	2
Deferred taxation	(218)	135
Movement in non-hedge derivatives and bonds	(350)	(174)
Equity loss/(income) in associates	170	(18)
Dividends received from associates	23	55
Other non cash items	16	46
Net (decrease)/increase in provision for environmental rehabilitation, pension and other post-retirement medical benefits	(30)	23
Effect of changes in operating working capital items:		
Receivables	38	(186)
Inventories	(120)	(200)
Accounts payable and other current liabilities	(181)	100
Net cash used in investing activities	(1,458)	(1,819)
Available for sale investments acquired	(6)	(6)
Held to maturity investments acquired	(67)	(74)
Associates and equity accounted joint ventures acquired		(2)
Contributions to associates and equity accounted joint ventures	(394)	(215)
Acquisition of subsidiary and loan		(335)
Additions to property, plant and equipment	(1,010)	(1,135)
Interest capitalized and paid	(5)	(8)
Expenditure on intangible assets	(50)	(52)
Proceeds on sale of mining assets	7	4
Proceeds on sale of available for sale investments	2	
Proceeds on redemption of held to maturity investments	63	73
Proceeds on disposal of associates and equity accounted joint ventures	6	20
Proceeds on disposal of subsidiary	2	
Loans advanced to associates and equity accounted joint ventures	(26)	(64)
Loans repaid by associates and equity accounted joint ventures	33	1
Cash of subsidiary acquired		5
Reclassification of cash balances to held for sale assets	(6)	
Change in restricted cash	(7)	(31)
Net cash generated by financing activities	796	544
Repayments of debt	(1,226)	(212)
Issuance of stock		2
Proceeds from debt	2,106	1,212
Debt issue costs	(34)	(29)
Acquisition of noncontrolling interest		(215)
Dividends paid to common stockholders	(40)	(193)
Dividends paid to noncontrolling interests	(10)	(21)
Net (decrease)/increase in cash and cash equivalents	(106)	11
Effect of exchange rate changes on cash	(25)	

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Cash and cash equivalents - January 1,	892	1,112
Cash and cash equivalents - September 30, ⁽¹⁾	761	1,123

⁽¹⁾ Cash and cash equivalents at September 30, 2013 are net of a bank overdraft of \$25 million (2012: \$nil million).

ANGLOGOLD ASHANTI LIMITED

CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY

Prepared in accordance with US GAAP

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013

(unaudited)

(In millions, except share information)

	AngloGold Ashanti stockholders							
	Common		Additional	Accumulated	Accumulated	Other	Noncontrolling	Total
	stock	stock	paid in	other	deficit	reserves	interests	
		\$	capital	comprehensive	\$	\$	\$	\$
			\$	income *				
				\$				\$
Balance - December 31, 2012	383,866,205	13	8,808	(928)	(2,103)	36	22	5,848
Net loss					(1,863)		(14)	(1,877)
Other comprehensive income				(362)				(362)
Stock issues to settle mandatory convertible bonds	18,140,000		220					220
Stock issues as part of Share Incentive Scheme	801,294		26					26
Stock issues in exchange for E Ordinary shares cancelled	8,860							
Stock issues transferred from Employee Share Ownership Plan to exiting employees	5,442							
Stock based compensation			8					8
Dividends					(40)		(23)	(63)
Balance - September 30, 2013	402,821,801	13	9,062	(1,290)	(4,006)	36	(15)	3,800

* The cumulative charge, net of deferred taxation of \$1 million (2012: \$1 million), included in accumulated other comprehensive income in respect of cash flow hedges amounted to \$2 million (2012: \$2 million).

ANGLOGOLD ASHANTI LIMITED

CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY

Prepared in accordance with US GAAP

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2012

(unaudited)

(In millions, except share information)

	AngloGold Ashanti stockholders							Total
	Common stock	Common stock	Additional paid in capital	Accumulated other comprehensive income*	Accumulated deficit	Other reserves	Noncontrolling interests	
		\$	\$	\$	\$	\$	\$	\$
Balance - December 31, 2011	382,965,437	13	8,740	(832)	(2,575)	36	140	5,522
Net income					900		13	913
Other comprehensive income				(67)			(1)	(68)
Acquisition of noncontrolling interest					(142)		(73)	(215)
Stock issues as part of Share Incentive Scheme	857,091		30					30
Stock issues in exchange for E Ordinary shares cancelled	10,883		1					1
Stock issues transferred from Employee Share Ownership Plan to exiting employees	20,103		1					1
Stock based compensation			12					12
Dividends					(193)		(17)	(210)
Balance - September 30, 2012	383,853,514	13	8,784	(899)	(2,010)	36	62	5,986

* The cumulative charge, net of deferred taxation of \$1 million (2011: \$1 million), included in accumulated other comprehensive income in respect of cash flow hedges amounted to \$2 million (2011: \$2 million).

ANGLOGOLD ASHANTI LIMITED

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED

SEPTEMBER 30, 2013

Prepared in accordance with US GAAP

Note A. Basis of presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP) for interim financial information. Accordingly, they do not include all of the information and footnotes required by US GAAP for annual financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the nine-month period ended September 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

The balance sheet as at December 31, 2012 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by US GAAP for complete financial statements.

For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 20-F for the year ended December 31, 2012.

Note B. Accounting developments

Recently adopted pronouncements

Reporting of amounts reclassified out of accumulated other comprehensive income

In February 2013, the Financial Accounting Standards Board (FASB) Accounting Standards Codification (the Codification or ASC) guidance was issued which requires additional disclosure of items reclassified from Accumulated Other Comprehensive Income (AOCI). An entity is required to provide information about the amounts reclassified out of AOCI by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of AOCI by the respective line items of net income. The Company adopted the updated guidance on January 1, 2013. Except for presentation changes, the adoption of this guidance had no impact on the Company's financial statements.

Recently issued pronouncements

Cumulative translation adjustments upon derecognition

In March 2013, the FASB issued guidance which indicates that a cumulative translation adjustment (CTA) is attached to the parent's investment in a foreign entity and should be released in a manner consistent with derecognition guidance on investments in entities. For public entities the guidance is effective prospectively for reporting periods beginning on or after December 15, 2013. The Company does not expect the adoption of this guidance to have a material impact on the Company's financial statements.

Presentation of unrecognized tax benefits

In July 2013, the FASB issued guidance on how to present an unrecognized tax benefit in a financial statement when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. The guidance provides that a liability related to an unrecognized tax benefit would be offset against a deferred tax asset for a net operating loss carryforward, a similar tax loss or a tax credit carryforward if such settlement is required or expected in the event the uncertain tax position is disallowed. In that case, the liability associated with the unrecognized tax benefit is presented in the financial statements as a reduction to the related deferred tax asset for a net operating loss carryforward, a similar tax loss or a tax credit carryforward. In situations in which a net operating loss carryforward, a similar tax loss or a tax credit carryforward is not available at the reporting date under the tax law of the jurisdiction or the tax law of the jurisdiction does not require, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit will be presented in the financial statements as a liability and will not be combined with deferred tax assets. For public entities the guidance is effective prospectively for reporting periods beginning on or after December 15, 2013 for all unrecognized tax benefits that exist at the effective date. Early adoption is permitted. The Company does not expect the adoption of this guidance to have a material impact on the Company's financial statements.

ANGLOGOLD ASHANTI LIMITED

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED

SEPTEMBER 30, 2013

Prepared in accordance with US GAAP

Note C. Inventories

	At September 30, 2013 (unaudited)	At December 31, 2012
	(in US Dollars, millions)	
The components of inventory consist of the following:		
Short-term		
Metals in process	205	267
Gold on hand (doré/bullion)	53	91
Ore stockpiles	374	512
Uranium oxide and sulfuric acid	10	11
Supplies	442	412
	1,084	1,293
Less: Materials on the leach pad ⁽¹⁾	(124)	(128)
	960	1,165

⁽¹⁾ Short-term portion relating to heap leach inventory classified separately, as materials on the leach pad.

	At September 30, 2013 (unaudited)	At December 31, 2012
	(in US Dollars, millions)	
Long-term		