ANGLOGOLD ASHANTI

AngloGold Ashanti Limited \ Reg. No.1944/017354/06
76 Jeppe Street \ Newtown \ 2001 \ PO Box 62117 \ Marshalltown \ 2107 \ South Africa
Tel +27 (0)11 637 6000 \ Fax +27 (0)11 637 6624 \ Website: www.AngloGoldAshanti.com

9 May 2008

Ms Nancy M Morris
Secretary
U.S. Securities and Exchange Commission
100 F Street NE
Washington DC 20549-1090
United States of America

Re: File Number S7-05-08

Dear Miss Morris

COMMENTS ON PROPOSED RULE NO. 33-8900 ("FOREIGN ISSUER REPORTING ENHANCEMENTS")

I am writing in response to the Securities and Exchange Commission's proposed amendments to Foreign Issuer Reporting.

Foreign Private Issuers are a separate class of issuers governed under the Securities and Exchange Act and have, in the past given their unique circumstances, received various accommodations to rules applied under the Exchange Acts of the United States. These accommodations have principally been granted as a result of differing exchange requirements between home countries and the exchange on which the Foreign Private Issuer is registered in the United States.

Set out below are the responses of AngloGold Ashanti limited to the questions raised in the document:

II. Proposed Changes

A. Annual Test for Foreign Private Issuer Status

Questions 1 – 8.

No comment

B Accelerating the Reporting Deadline for Form 20-F Annual Reports

Question 9

Would accelerating the due date for Form 20-F annual reports be beneficial for investors? Given the differences in the reporting requirements that exist among the various foreign reporting regimes, would accelerating the due date for Form 20-F annual reports have different impacts on foreign private issuers or investors depending on the particular country or the nature of the issuer's business? Would any of these differences affect the usefulness of the information to investors? If you believe that the due date should be accelerated, are the proposed due dates appropriate? Should different due dates be applied to foreign private issuers depending on the worldwide market value of their common equity held by non-affiliates, similar to the different annual report filing deadlines that are applied to domestic issuers? Should foreign private issuers with a larger worldwide market value be required to provide reports on a faster basis than other foreign private issuers because they presumably have additional resources and a better developed infrastructure that would enable them to comply with an accelerated due date?

Although many foreign private issuers may have, in the past, not made use of the full six months deadline for Form 20-F filings, as reporting becomes more complex it will, undoubtedly, require greater diligence when the reporting required for SEC purposes does not accord with Home Country reporting requirements.

In many cases it is likely that the same people responsible for Home Country reporting are also involved in the preparation of the financial information required for the Form 20-F.

For several countries the regulatory requirements are substantially different, requiring differing processes that may not be capable of being harmonized by the reporting entity. For example, there are a number of procedures that are required to be completed prior to filing Form 20-F, including managements' annual report on Internal Control over Financial Reporting and the review of the Form 20-F by a Disclosure Committee are just a few. Unlike domestic issuers, their processes are incremental to the processes required for home country reporting.

Accelerating the due date for the Form 20-F would not be beneficial for investors.

In response to concerns that investors do not receive information timely from FPIs in comparison to domestic filers, we offer the following comments:

- FPIs furnish information to investors on Form 6-K as relevant events occur independent of the 20-F filing deadline. A Form 6-K would also be filed if a FPI publishes in its home country financial statements before filling its Form 20-F. Thus all investors of a FBI are treated equally.

- Press releases are made on a regular basis with sufficient advance notice.

- We understand technological advances have made it easier to process information, but domestic filers also have access to this information without additional home country reporting requirements.

Foreign investors receive their dividends based on the home country financial statements which are prepared according to the home country generally accepted accounting practice.

Accordingly, the due date for the filing of the annual Form 20-F should not be accelerated in circumstances where a foreign private issuer has home country requirements to file public documents for its home country investors.

Question 10

Would accelerating the due date for filing annual reports on Form 20-F impose any unreasonable burdens on foreign private issuers, who may have to collect and provide more information in that Form than may be required in their home jurisdictions, and may also have to translate the information into English? Would the proposed accelerated due dates impose any burdens on foreign private issuers that may be required to file annual reports on Form 20-F with the Commission before they are required to provide annual reports in their home jurisdictions? Should the due date be accelerated to within 120 days of the foreign private issuer's fiscal year-end for all foreign private issuers, including large accelerated and accelerated filers?

Accelerating the due date for filing annual reports on Form 20-F may impose unreasonable burdens on certain foreign private issuers.

We also acknowledge the Commission's accommodation to FPIs by eliminating the requirement to reconcile financial statements prepared in accordance with IFRS, as issued by the IASB, to US GAAP. Many companies may not make use of this accommodation and continue to include in its Form 20-F financial statements prepared under US GAAP. This is intended to provide investors with financial information that is comparable to the financial information provided by our major competitors, which are all U.S. companies.

These burdens may include translation, accelerated filing with respect to home country rules or even the alternative GAAP. In the majority of large established home country markets financial reporting and property solicitation are a combined process. Accordingly, any filing date for a foreign private issuer should not be within 60 days of the completion of home country reporting requirements where the foreign private issuer is not able to automatically include the home country reports as part of the Form 20-F.

A restructuring of the Form 20-F removing or abbreviating some of the information, for example – item 4 and Item 10 and allowing that information to be filed in a 6-K and incorporated by reference with an updating information requirement may assist greatly in achieving certain due dates.

Question 11

Should different due dates be imposed on foreign private issuers depending on whether they file financial statements using U.S. GAAP, IFRS as issued by the IASB, or another GAAP with a reconciliation to U.S. GAAP? Should different due dates be imposed on foreign private issuers depending on whether their disclosure was originally prepared in a foreign language and needs to be translated into English?

Different due dates should not be imposed for foreign private issuers depending on whether they file US GAAP or IFRS as issued by the IASB or another GAAP reconciliation. Foreign and private issuers that file full US GAAP, or include a reconciliation to US GAAP, should file on the same date; IFRS as issued by the IASB should file on the same date with a 180 day deadline.

Question 12

Should the deadline for filing Form 20-F annual reports be linked to the issuer's home country requirements for filing annual reports? If so, should the deadline be the same as the one in the issuer's home country, or should it be on a delayed basis, such as one or two months later? If you believe that the deadline for filing Form 20-F should be linked to the issuer's home country requirements, should the foreign private issuer be responsible for submitting supporting materials that indicate when annual reports are due in its home jurisdiction, such as the applicable legislation or regulation, to the Commission at the time of its Form 20-F submission? Would varying deadlines according to home country requirements cause confusion for investors?

As stated earlier, the filing of Form 20-F should have a maximum date or an allowed alternative of no later than three months after complying with the issuer's home country reporting.

Question 13

Would a different transition period be more appropriate for implementation of the accelerated deadline? For example, should foreign private issuers be subject to the accelerated deadline after a longer or shorter transition period instead?

The implementation of an accelerated deadline is not supported and accordingly a transition period is not commented on.

Question 14

Do foreign private issuers face unique challenges in preparing transition reports that would render a reduced filing period for those reports unduly burdensome?

As stated earlier, investors in foreign private issuers are governed by home country rules with regard to director appointments and nominations, dividends and the ability of the company to declare dividends. In some cases shareholders in foreign private issuers have more power than domestic US issuers. Transition reporting would just create another burdensome requirement providing little value to investors.

C. Segment Data Disclosure

Question 15 – 16

No comment

D. Exchange Act Rule 13e-3

Question 17 – 20

No comment.

A. Requiring item 18 Reconciliation in Annual Report and Registration Statements Filed on Form 20-F

Question 21 – 26

No comment.

B. Disclosure About Changes in a Registrant's Certifying Accountant

Question 27

Should foreign private issuers be required to provide information about changes in and disagreements with the certifying accountant? Would this disclosure be useful to investors? If so, should foreign private issuers be subject to the same disclosure requirements that apply to domestic issuers, or would a different disclosure requirement be more appropriate?

Foreign private issuers should be required to provide information about changes in, and disagreements with, the certifying accountant. This information should be required to be disclosed within ten days after shareholders, or the responsible authorized corporate body, have determined to replace a certifying accountant and should accompany a letter of confirmation signed by the chairman of the audit committee confirming the facts for the replacement of the certifying accountant.

Foreign private issuers should not be given any delayed basis. Foreign private issuers should be required to file the letter within the specified time frame of the certifying accountant being replaced. If the certifying accountant is replaced, immediately on issuing the financial report for the prior financial year the annual report should disclose such facts and circumstances.

In various foreign jurisdictions the appointment or any changes of the certifying accountant is generally required to be approved by shareholders and accordingly would form part of the proxy document sent to shareholders.

Question 28

Should foreign private issuers be permitted to provide the letter from the former accountant in their annual reports on a delayed basis for a change of accountants that occurs less than 30 days before the annual report is filed, as proposed? Is 30 days an appropriate parameter? Alternatively, should foreign private issuers be permitted to provide the letter from the former accountant on a delayed basis for a change in accountant that occurs up to 45 days or 60 days before the annual report is filed, or only if the change in accountant occurs less than 15 days before the annual report is filed? Because foreign private issuers provide this disclosure on a delayed basis compared to domestic issuers, is this accommodation necessary?

Foreign private issuers should provide the letter from the former accountants simultaneously with filing the 6-K notifying of the change of accountants. Such reporting should be no less than seven days after the shareholders have approved a change in the accountants.

Question 29

Are there restrictions under a foreign issuer's home country law or regulations that would prohibit an auditor reporting to a foreign regulator about disagreements with the issuer? If so, how should we address such restrictions?

Restrictions may exist depending on foreign country legislation and accordingly such disclosures may be compelled to take place through the Registrant, rather than via a direct report to the Regulator.

The examination of potential restrictions should be investigated via IOSCO meetings.

Question 30

Should the proposed change of accountant disclosure requirements contained in Item 16F be extended to registration statements filed by all foreign private issuers under the Securities Act, not just first-time registrants? Would this impose an undue burden

foreign private issuers that may not be subject to such a disclosure requirement in their home jurisdiction?

Disclosure should be included in all registration statements and annual reports filed for the following twelve months. There should also be disclosure requirements in reporting 6-Ks.

C. Annual Disclosure about ADR Fees and Payments

Question 31

Would it be useful to investors to receive information about ADR fees any payments made by depositaries on an annual basis? Is there other information relating to ADRs that would be useful to investors on an annual basis, such as the number of ADRs outstanding? Are there other methods by which investors can readily obtain this information? Should foreign private issuers be required to disclose the information in their Form 20-F annual reports only if the information is not disclosed on their websites?

Disclosure of any fees that an investor may incur as a result of investing via an ADR programme should be disclosed in the Registrants reporting. There should also be a disclosure requirement for fees that may be required should the investor choose to make a direct investment into the Registrant via the home country practices.

As certain foreign jurisdictions have moved to uncertificated electronic shareholders register this may require the appointment of third party service providers in a foreign jurisdiction which may increase costs of a direct investment into the foreign jurisdiction when compared to investing via an ADR programme sponsored within the United States.

Disclosure of the various fees would provide an investor with more information to judge their investment decisions and processes.

Question 32

Should Item 12 be amended to also explicitly solicit a brief discussion of the reasons why the depositary is making payments to the foreign private issuer, or is disclosure of the amount paid to the issuer sufficient?

Material contractual terms between the depositary and the foreign private issuer which have a bearing on costs to be borne by an investor should be disclosed.

Question 33

Should depositaries be required to disclose payments that they make to third parties? Are these payments necessarily passed on to ADR holders?

Depositaries should be required to disclose payments within the Registrant's Form 20-F and alternatively on direct 6-K filings into the foreign registrant's SEC reporting page to provide adequate transparency.

Question 34

Should Regulation S-K and Form 10-K be amended to elicit similar disclosure from foreign issuers that are not foreign private issuers and that file annual reports on Form 10-K, but have securities traded in ADR form?

Regulation S-K should be amended to provide the same information whether the securities are traded in ADR form or not.

D. Disclosure about Difference in Corporate Governance Practices

Question 35

Would disclosure of significant differences in the corporate governance practices of foreign private issuers in their annual report enable investors to better monitor the corporate governance practices of the issuers in which they are investing?

Foreign private issuers should be required to report significant differences between corporate governance practices required under US legislation and those adopted by the foreign private issuer to enable the investor a better understanding of the environment.

Question 36

Instead of the narrative discussion that is proposed, is there an alternative format, such as a tabular presentation of the differences in corporate governance practices, that would make the information provided in the annual report easier to understand and thus more useful to investors?

Narrative discussion in plain English may be advantageous and a tabular presentation would provide ease with which different investors could compare information within same jurisdiction and cross-jurisdictional foreign private issuers.

Question 37

Is it sufficiently clear what differences in corporate governance should be disclosed? Are there important elements of corporate governance that investors should be informed of and that should be specifically addressed in a company's disclosure under this proposed requirement?

No comment.

E. Financial Information for Significant Completed Acquisitions

Question 38

If the information about significant, completed acquisitions is disclosed on an annual, as opposed to current, basis, would the information still be useful to investors? Would investors find the information useful even though the disclosure would be provided at least several months after the acquisition was completed?

Current basis information should be required for significant acquisitions that are registrant changing. For example, acquisitions which are greater than 25% of a registrant's measure, such as market capitalisation at last annual report or tangible assets, should be required currently. Other information which would not be deemed registrant changing could be provided in the annual report.

Question 39

What types of burdens, if any, would be placed on foreign private issuers if they are required to provide financial information disclosure about highly significant, completed acquisitions annually on Form 20-F?

Accounting disclosures under IFRS already require detailed financial information on highly significant completed acquisitions for the year of report and the comparative periods presented.

Preparing such information in the Form 20-F would not appear unduly burdensome.

Question 40

As proposed, a foreign private issuer would be required to provide information about a highly significant, completed acquisition in its annual report on Form 20-F. In light of the proposal to accelerate the reporting deadline for annual reports filed on Form 20-F, should foreign private issuers be provided additional time to disclose information about a highly significant, completed acquisition on an amended annual report? If so, should the due date for the filing of this information be based upon the time the acquisition was consummated? For example, information about a significant acquisition that was consummated early in the calendar year would be due with the annual report filed on Form 20-F, whereas financial information for a highly significant acquisition that occurred late in the calendar year could be provided on a delayed basis beyond the reporting deadlines for the annual report filed on Form 20-F.

As mentioned earlier, highly significant acquisition information which is registrant changing should be reported currently; all other information could be reported on a deferred basis.

Question 41

Should foreign private issuers be required to provide financial information for business acquisitions that are significant at the 50% or greater level, or should the test of significance be at the 20% or greater level, as for domestic issuers? Would another significance level between 20% and 50% be more appropriate? To ensure that only very large transactions are required to be presented, should the test of significance be limited to the comparison of the purchase price to their issuer's assets? Alternatively, should a new test be developed for this purpose in which the comparison for significance is based on the size of the issuer's public float?

An examination of home country rules with regard to the ability of directors to undertake very large transactions without referring such transaction to shareholders for approval would need to be considered prior to determining any black-line test of significance.

Where home country rules require shareholder approval because of existing black-line tests, that home country rule should be applied in determining the test of significance.

Question 42

Would it be useful to investors to require annual reports filed on Form 20-F to disclose the information required by Rule 3-05 and Article 11 of Regulation S-K even if the information has been provided previously in a registration statement? What kind of benefits would investors derive from disclosure in the annual reports?

The utilization of the Form 20-F as an annual repository of information continues to provide positive information to investors. The information though could be filed in an alternative format and cross referenced into the Form 20-F, similar to the way that various other filings required under SEC regulations currently take place.

Yours sincerely

Srinivasan Venkatakrishnan

Chief Financial Officer