

ANGLOGOLD ASHANTI LTD

Form 6-K

September 08, 2009

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 September 8, 2009

*This Report on Form 6-K shall be incorporated by reference in our automatic shelf registration statement on Form F-3 (File no. 333-161634) and our Registration Statements on Form S-8 (File Nos. 333-10990 and 333-113789), as amended, to the extent not superseded by documents or reports subsequently filed by us under the Securities Act of 1933 or the Securities Exchange Act of 1934, in each case as amended*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)

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:

Opinion of Taback & Associates (Pty) Limited, South African counsel to AngloGold Ashanti Limited

Taback and Associates (Proprietary) Limited Reg No 2000/010434/07  
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Directors D Band S Fodor CM Keene MP Safranek CI Stevens M Taback E van Biljon L van Staden St E Wilken  
Associates M Aphiri L Chirwa A Curnow AA Pyzikowski  
The Board of Directors  
AngloGold Ashanti Limited  
76 Jeppe Street  
**JOHANNESBURG**  
2001

Dear Sirs

1.  
We have acted as South African counsel to AngloGold Ashanti Limited, a company organized under the laws of South Africa ("Company"), in connection with the filing by the Company with the Securities and Exchange Commission of a shelf registration statement on Form F-3 and the prospectus contained therein ("Registration Statement"), covering the registration by the Company of its ordinary shares, and sale by the Company of an aggregate of 7,624,162 of its ordinary shares ("Ordinary Shares").

2.  
In connection with the opinions expressed below, we have examined:

- 2.1  
a signed copy of the Registration Statement;
- 2.2  
the preliminary prospectus supplement relating to the Ordinary Shares;
- 2.3  
the final prospectus supplement relating to the Ordinary Shares;
- 2.4  
the memorandum and articles of association of the Company; and

**Your Ref**

**Our Ref**

**ANGL3-MT199**

**Mr M. Taback/gvh**

**Email mt@tabacks.com**

**Date**

**8 September 2009**

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The Board of Directors

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2.5

originals, or copies certified or otherwise identified to our satisfaction, of such other documents as we have deemed necessary or appropriate as a basis for the opinions hereinafter expressed.

3.

In such examination, we have assumed the legal capacity of all individuals, the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies.

4.

Based upon the foregoing, and having regard for such legal considerations as we deem relevant, we are of the opinion that the Ordinary Shares to which the preliminary and final prospectus supplements relate have been duly authorised, validly issued and fully paid and are non-assessable.

5.

We hereby consent to the incorporation by reference of this opinion as an exhibit to the Registration Statement and to the use of our name therein. In giving this consent, we do not hereby concede that we are within the category of persons whose consent is required under Section 7 of the Securities Act, 1933 or the rules and regulations promulgated thereunder. We are lawyers admitted to practice in South Africa and we are not admitted in, do not hold ourselves out as being experts on, and do not express any opinion on the law of any jurisdiction other than the laws of South Africa.

Yours faithfully

/s/ Taback & Associates

**TABACK & ASSOCIATES (PTY) 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.

AngloGold Ashanti Limited

Date: September 8, 2009

By: /s/ L EATWELL

Name: L EATWELL

Title: Company Secretary