

# NEWMONT MINING CORP /DE/

## FORM S-8 POS (Post-Effective Amendment to an S-8 filing)

Filed 04/25/13

Address	6363 SOUTH FIDDLERS GREEN CIRCLE GREENWOOD VILLAGE, CO 80111
Telephone	303-863-7414
CIK	0001164727
Symbol	NEM
SIC Code	1040 - Gold And Silver Ores
Industry	Gold & Silver
Sector	Basic Materials
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**POST EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**Newmont Mining Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**84-1611629**  
(I.R.S. Employer  
Identification No.)

**6363 South Fiddlers Green Circle  
Greenwood Village, Colorado**  
(Address of Principal Executive Offices)

**80111**  
(Zip Code)

**Newmont Mining Corporation  
2005 Stock Incentive Plan**  
(Full title of the plan)

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**Stephen P. Gottesfeld**  
**Executive Vice President, General Counsel and Corporate Secretary**  
**Newmont Mining Corporation**  
**6363 South Fiddlers Green Circle**  
**Greenwood Village, Colorado 80111**  
(Name and address of agent for service)

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**(303) 863-7414**  
(Telephone number, including area code, of agent for service)

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*Copy to:*

**Laura M. Sizemore  
David M. Johansen  
White & Case LLP  
1155 Avenue of the Americas  
New York, New York 10036  
Tel: (212) 819-8200  
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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

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## EXPLANATORY NOTE

Newmont Mining Corporation, a Delaware corporation (the “Registrant”), is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to deregister certain securities originally registered by the Registrant pursuant to its Registration Statement on Form S-8 (File No. 333-171298) filed with the Securities and Exchange Commission (the “Commission”) on December 21, 2010 (the “Prior Registration Statement”) with respect to shares of the Registrant’s common stock, par value \$1.60 per share (“Common Stock”), thereby registered for offer or sale pursuant to the Newmont Mining Corporation 2005 Stock Incentive Plan (the “Prior Plan”).

The Registrant has since adopted a new equity incentive plan, the Newmont Mining Corporation 2013 Stock Incentive Compensation Plan (the “2013 Plan”), which replaced the Prior Plan as of April 24, 2013, the date the Registrant’s stockholders approved the 2013 Plan. No future awards will be made under the Prior Plan after April 24, 2013. Accordingly, the Registrant hereby deregisters 6,800,000 shares of Common Stock, which were originally registered under the Prior Registration Statement (the “Carryover Shares”) and which remain available for offer and sale under the Prior Registration Statement.

Contemporaneously with the filing of this Post-Effective Amendment No. 1, the Registrant is filing a Registration Statement on Form S-8 (the “Registration Statement”) to register the shares of Common Stock now available for offer or sale pursuant to the 2013 Plan, including but not limited to the Carryover Shares. Any shares of Common Stock previously registered under the Prior Registration Statement and not utilized as Carryover Shares will remain registered under the Prior Registration Statement.



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Donald C. Roth

Director

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Simon R. Thompson

Director

\* By: /s/ Stephen P. Gottesfeld  
Name: Stephen P. Gottesfeld  
as Attorney-in-fact

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Documents</u>
24	Power of Attorney of certain officers and directors.

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Stephen P. Gottesfeld, Logan H. Hennessey and Nancy Lipson and each of them, each with full power to act without the other, his or her true and lawful attorney-in-fact and agent, with full power of substitution and revocation, in his or her name and on his or her behalf, to do any and all acts and things and to execute any and all instruments which said attorney-in-fact and agent may deem necessary or advisable to enable Newmont Mining Corporation (the "Company") to comply with the Securities Act and any rules, regulations or requirements of the Securities and Exchange Commission (the "Commission") in respect thereof, including, without limitation, the power and authority to sign his or her name in any and all capacities (including his or her capacity as a Director and/or Officer of the Company) to (i) the Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-171298) or such other form as may be appropriate, to be filed with the Commission, deregistering shares of common stock of the Company previously registered for issuance under the Newmont Mining Corporation 2005 Stock Incentive Plan, and (ii) any and all additional amendments to such Registration Statement, including all post-effective amendments thereto, and any and all instruments or documents filed as part of or in connection therewith; and the undersigned hereby ratifies and confirms all that said attorney-in-fact and agent shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have subscribed these presents as of the 24<sup>th</sup> day of April, 2013.

<u>Signature</u>	<u>Title</u>
<u>/s/ Gary J. Goldberg</u> Gary J. Goldberg	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Russell Ball</u> Russell Ball	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Christopher S. Howson</u> Christopher S. Howson	Vice President and Controller (Principal Accounting Officer)
<u>/s/ Vincent A. Calarco</u> Vincent A. Calarco	Non-Executive Chairman of the Board
<u>/s/ Bruce R. Brook</u> Bruce R. Brook	Director
<u>/s/ J. Kofi Bucknor</u> J. Kofi Bucknor	Director
<u>/s/ Joseph A. Carrabba</u> Joseph A. Carrabba	Director
<u>/s/ Noreen Doyle</u> Noreen Doyle	Director
<u>/s/ Veronica M. Hagen</u> Veronica M. Hagen	Director
<u>/s/ Jane Nelson</u> Jane Nelson	Director

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/s/ Donald C. Roth

Donald C. Roth

Director

/s/ Simon R. Thompson

Simon R. Thompson

Director