

NEWMONT MINING CORP /DE/  
Form S-8 POS  
April 25, 2013

As filed with the Securities and Exchange Commission on April 25, 2013

Registration No. 333-171298

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

**POST EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**Newmont Mining Corporation**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of  
incorporation or organization)

(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)

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)

(303) 863-7414

(Telephone number, including area code, of agent for service)

*Copy to:*

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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

**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.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greenwood Village, State of Colorado, on the 25<sup>th</sup> day of April, 2013.

NEWMONT MINING CORPORATION

By: /s/ Stephen P. Gottesfeld  
Name: Stephen P. Gottesfeld  
Title: Executive Vice President, General Counsel and  
Corporate Secretary

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on the 25<sup>th</sup> day of April, 2013.

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

Donald C. Roth                                 \*                                 Director

Simon R. Thompson                             \*                                 Director

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

**EXHIBIT INDEX**

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