

NEWMONT MINING CORP /DE/  
Form 8-K  
March 05, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 5, 2012

**Newmont Mining Corporation**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other Jurisdiction  
of Incorporation)

001-31240  
(Commission  
File Number)

84-1611629  
(IRS Employer  
Identification No.)

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**6363 South Fiddlers Green Circle**

**Greenwood Village, CO**  
(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (303) 863-7414**

**80111**  
(Zip Code)

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On March 5, 2012, Newmont Mining Corporation, a Delaware corporation, issued a news release announcing its intention to offer, subject to market and other conditions, senior unsecured notes pursuant to its shelf registration statement filed with the Securities and Exchange Commission.

A copy of the news release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

This Form 8-K shall be deemed to be incorporated by reference into the prospectus supplement filed with the Securities and Exchange Commission on March 5, 2012, forming part of the Company's Registration Statement on Form S-3ASR (No. 333-161915) and part of such prospectus from the date of the filing thereof.

Important Legal Information

This Form 8-K does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities being offered have not been approved or disapproved by any regulatory authority, nor has any such authority passed upon the accuracy or adequacy of the prospectus supplement or the shelf registration statement or prospectus.

An electronic copy of the prospectus supplement and accompanying base prospectus for the offering may be obtained at [www.sec.gov](http://www.sec.gov).

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press Release, March 5, 2012

**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 hereunto duly authorized.

NEWMONT MINING CORPORATION

Dated: March 5, 2012

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

**EXHIBIT INDEX**

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