

NEWMONT MINING CORP /DE/

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 12/21/10

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

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Newmont Mining Corporation

(Exact name of registrant as specified in its charter)

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)

Jeffrey K. Reeser
Vice President and 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:

Laura Sizemore, Esq.
White & Case LLP
1155 Avenue of the Americas
New York, New York 10036
Tel: (212) 819-8200
Fax: (212) 354-8113

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

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$1.60 par value	10,000,000 ⁽¹⁾⁽²⁾	\$59.55 ⁽³⁾	\$595,500,000 ⁽³⁾	\$42,459.15

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also includes an indeterminate number of shares that may be offered and sold as a result of anti-dilution provisions described in the Registrant's 2005 Stock Incentive Plan, amended and restated effective October 26, 2005 (the "Plan").
 - (2) Represents an additional 10,000,000 shares of common stock, par value \$1.60 per share (the "Common Stock"), of the Registrant issuable under the Plan. The Registrant previously filed a Registration Statement on Form S-8 (No. 333-124653) with respect to shares issuable under the Registrant's 2005 Stock Incentive Plan.
 - (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act based upon the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange, Inc., on December 17, 2010.
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EXPLANATORY NOTE

Newmont Mining Corporation (the “Registrant”) has filed this Registration Statement to register under the Securities Act of 1933, as amended (the “Securities Act”), the offer and sale of 10,000,000 shares of common stock, par value \$1.60 per share (the “Common Stock”), of the Registrant, not previously registered, pursuant to the Registrant’s 2005 Stock Incentive Plan, amended and restated effective October 26, 2005 (the “Plan”). Such shares are being registered in addition to the Common Stock previously registered for issuance on the Registrant’s Registration Statement on Form S-8 concerning the Registrant’s 2005 Stock Incentive Plan filed with the Commission on May 5, 2005 (Reg. No. 333-124653) (the “2005 Registration Statement”).

On October 27, 2010, the Board of Directors authorized the registration of an additional 10,000,000 shares of Common Stock under the Plan. In accordance with Instruction E to the General Instructions to Form S-8, the Registrant is registering the additional 10,000,000 shares of Common Stock, which may be offered and sold under the Plan pursuant to this Registration Statement and the contents of the 2005 Registration Statement are incorporated by reference herein, except to the extent supplemented, amended or superseded by the information set forth herein.

Pursuant to Rule 416(a) of the Securities Act, this Registration Statement also covers any additional shares of the Registrant’s Common Stock that become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant’s Common Stock.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents heretofore filed by the Registrant with the Commission are incorporated by reference in this Registration Statement:

- (1) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2009;
- (2) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the annual report referred to in paragraph (a) above; and
- (3) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A (No. 001-31240) filed pursuant to the Exchange Act on February 15, 2002, including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities offered hereby then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Nothing in this Registration Statement shall be deemed to incorporate information furnished but not filed on Form 8-K.

ITEM 8. EXHIBITS.

The list of Exhibits is incorporated herein by reference to the Index to Exhibits.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greenwood Village, State of Colorado, on December 20, 2010.

NEWMONT MINING CORPORATION

By: /s/ Jeffrey K. Reeser

Name: Jeffrey K. Reeser

Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on the 20th day of December, 2010.

<u>Signature</u>	<u>Title</u>
* Richard T. O'Brien	President, Chief Executive Officer and Director (Principal Executive Officer)
* Russell Ball	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* Roger P. Johnson	Vice President and Chief Accounting Officer (Principal Accounting Officer)
* Glen A. Barton	Director
* Vincent A. Calarco	Director
* Joseph A. Carrabba	Director
* Noreen Doyle	Director
* Veronica M. Hagen	Director
* Michael S. Hamson	Director
* John B. Prescott	Director
* Donald C. Roth	Director
* Simon R. Thompson	Director

*By: /s/ Jeffrey K. Reeser
Jeffrey K. Reeser, attorney-in fact

INDEX TO EXHIBITS

Exhibit No.	Description of Exhibit
5.1	Opinion of White & Case LLP.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of White & Case LLP (included in the Opinion of White & Case LLP filed as Exhibit 5.1).
24.1	Powers of Attorney.

December 20, 2010

Newmont Mining Corporation
6363 South Fiddlers Green Circle
Greenwood Village, Colorado 80111

Re: 10,000,000 Shares of Common Stock reserved for issuance pursuant to the Newmont Mining Corporation 2005 Stock Incentive Plan, amended and restated effective October 26, 2005

Ladies and Gentlemen:

We are familiar with the proceedings taken and proposed to be taken by Newmont Mining Corporation, a Delaware corporation (the "Company"), in connection with the registration pursuant to the Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), of 10,000,000 shares of its common stock, par value \$1.60 (the "Common Stock"), reserved for issuance pursuant to the Newmont Mining Corporation 2005 Stock Incentive Plan, amended and restated effective October 26, 2005 (the "Plan").

We have examined such documents, certificates, records, authorizations and proceedings and have made such investigations as we have deemed necessary or appropriate in order to give the opinion expressed herein.

Based on the foregoing, it is our opinion that the 10,000,000 shares of Common Stock referred to above have been duly authorized by the Company, and when issued as provided under the Plan, will be validly issued, fully paid and nonassessable shares of Common Stock of the Company.

We do not undertake to advise you of any changes in our opinion expressed herein resulting from matters that may arise after the date of this letter or that hereinafter may be brought to our attention. We hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ White & Case LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 24, 2010 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Newmont Mining Corporation's Annual Report on Form 10-K for the year ended December 31, 2009.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Denver, Colorado
December 20, 2010

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Roger P. Johnson and Jeffrey K. Reeser 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 the Registrant to comply with the Securities Act and any rules, regulations or requirements of 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 Registration Statement on Form S-8 or such other form as may be appropriate and any amendments thereto (including post-effective amendments), to be filed with the Securities and Exchange Commission registering shares of common stock of the Company reserved for issuance pursuant to the Newmont Mining Corporation 2005 Stock Incentive Plan, and (ii) any and all instruments or documents filed as part of or in connection with such Registration Statement or any amendments thereto (including post-effective amendments); 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Richard T. O'Brien</u> Richard T. O'Brien	President, Chief Executive Officer and Director (Principal Executive Officer)	December 20, 2010
<u>/s/ Russell Ball</u> Russell Ball	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	December 20, 2010
<u>/s/ Roger P. Johnson</u> Roger P. Johnson	Vice President and Chief Accounting Officer (Principal Accounting Officer)	December 20, 2010
<u>/s/ Glen A. Barton</u> Glen A. Barton	Director	December 20, 2010
<u>/s/ Vincent A. Calarco</u> Vincent A. Calarco	Director	December 20, 2010
<u>/s/ Joseph A. Carraba</u> Joseph A. Carrabba	Director	December 20, 2010
<u>/s/ Noreen Doyle</u> Noreen Doyle	Director	December 20, 2010
<u>/s/ Veronica M. Hagen</u> Veronica M. Hagen	Director	December 20, 2010
<u>/s/ Michael S. Hamson</u> Michael S. Hamson	Director	December 20, 2010
<u>/s/ John B. Prescott</u> John B. Prescott	Director	December 20, 2010
<u>/s/ Donald C. Roth</u> Donald C. Roth	Director	December 20, 2010
<u>/s/ Simon R. Thompson</u> Simon R. Thompson	Director	December 20, 2010