

# MIRAMAR MINING CORP

Filed by  
**NEWMONT MINING CORP /DE/**

## **FORM SC14D1F/A**

(Amended tender offer statement pursuant to rule 14d-1 under Securities Exchange Act of 1934)

Filed 01/15/08

Telephone	6049852572
CIK	0000940947
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

**SCHEDULE 14D-1F/A**

(Amendment No. 5)

**TENDER OFFER STATEMENT PURSUANT TO RULE 14d-1(b) UNDER THE  
SECURITIES EXCHANGE ACT OF 1934**

**MIRAMAR MINING CORPORATION**

(Name of Subject Company)

**British Columbia, Canada**

(Jurisdiction of Subject Company's Incorporation or Organization)

**NEWMONT MINING CORPORATION  
NEWMONT MINING B.C. LIMITED**

(Bidder)

**Common Shares**

(Title of Class of Securities)

**60466E100**

(CUSIP Number of Class Securities)

**Sharon E. Thomas  
Vice President and Secretary  
Newmont Mining Corporation  
1700 Lincoln Street  
Denver, Colorado 80203  
(303) 863-7414**

(Name, address (including zip code) and telephone number (including area code) of  
person(s) authorized to receive notices and communications on behalf of bidder)

**With copies to:**

Jonathan Lampe, Esq.  
Goodmans LLP  
250 Yonge Street  
Suite 2400, Box 24  
Toronto, Ontario M5B 2M6  
(416) 979-2211

David A. Katz, Esq.  
Wachtell, Lipton, Rosen & Katz  
51 West 52<sup>nd</sup> St.  
New York, NY 10019  
  
(212) 403-1000

**January 15, 2008**

(Date tender offer published, sent or given to security holders)

**CALCULATION OF FILING FEE\***

**Transaction Valuation**

\$219,024,893

**Amount of Filing Fee**

\$6,724.06

---

---

---

\* For purposes of determining the filing fee pursuant to General Instruction II.C to Schedule 14D-1F, the transaction value of the subject company's common shares held in the United States, assuming acceptance of the Offer by all holders of the subject company's shares in the United States, is calculated as follows: the product of (x) 33,410,223, the number of subject company common shares estimated to be held by shareholders in the United States as of October 30, 2007, (y) CAD\$6.25, the price to be paid per common share of the subject company pursuant to the Offer, and (z) 1.0489, the inverse of the Federal Reserve Bank of New York's noon buying rate for Canadian dollars on October 30, 2007.

☐ Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$6,724.06	Form or Registration No:	005-49693
Filing Party:	Newmont Mining Corporation		
Form:	SC14D-1F	Date Filed:	October 31, 2007

## PART II — INFORMATION NOT REQUIRED TO BE SENT TO SHAREHOLDERS

The bidder has filed the following as Exhibits to this Schedule:

<u>Exhibit Number</u>	<u>Description</u>
99.1.1	Joint Press Release of Newmont Mining Corporation and Miramar Mining Corporation, issued October 9, 2007 (incorporated by reference to Exhibit 99.1 to Newmont Mining Corporation's Form 8-K, filed with the Commission on October 10, 2007).
99.1.2	Joint Press Release of Newmont Mining Corporation and Miramar Mining Corporation, issued December 6, 2007 (previously filed with Newmont Mining Corporation's Schedule 14D-1F/A (Amendment No. 2), filed with the Commission on December 7, 2007).
99.1.3	Press Release of Newmont Mining Corporation, issued December 21, 2007 (previously filed with Newmont Mining Corporation's Schedule 14D-1F/A (Amendment No. 3), filed with the Commission on December 26, 2007).
99.1.4	Press Release of Newmont Mining Corporation, issued January 4, 2008 (previously filed with Newmont Mining Corporation's Schedule 14D-1F/A (Amendment No. 4), filed with the Commission on January 7, 2008).
99.2.1	Support Agreement dated October 8, 2007, among Newmont, Acquisition Sub and Miramar, (incorporated by reference from Exhibit 7.3 to Newmont Mining Corporation's Schedule 13D filed with the Commission on October 9, 2007).
99.3.1	Form of Lock-Up Agreement between Newmont, Acquisition Sub and each of the officers and directors listed on Annex C, each of which is dated October 8, 2007 (which Form of Lock-Up Agreement and Annex C are incorporated herein by reference from Exhibit 7.4 and Annex C, respectively, to Newmont Mining Corporation's Schedule 13D filed with the Commission on October 9, 2007).
99.4.1	Notice of Compulsory Acquisition, dated January 14, 2008, as sent to Shareholders of Miramar Mining Corporation.

### **PART III — UNDERTAKINGS AND CONSENT TO SERVICE OF PROCESS**

#### **1. Undertakings**

- (a) The bidder undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to this Schedule or to transactions in said securities.
- (b) The bidder undertakes to disclose in the United States, on the same basis as it is required to make such disclosure pursuant to applicable Canadian federal and/or provincial or territorial laws, regulations or policies, or otherwise discloses, information regarding purchases of the issuer's securities in connection with the cash tender or exchange offer covered by this Schedule. Such information shall be set forth in amendments to this Schedule.

#### **2. Consent to Service of Process**

- (a) At the time of filing this Schedule the bidder has filed with the Commission a written irrevocable consent and power of attorney on Form F-X.
- (b) Any change to the name or address of a registrant's agent for service shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of the registrant.

#### **PART IV — SIGNATURES**

By signing this Schedule, Newmont Mining Corporation and Newmont Mining B.C. Limited consent without the power of revocation that any administrative subpoena may be served or any administrative proceeding, civil suit or civil action where the cause of action arises out of or is related to or concerns any offering made or purported to be made in connection with the filing on Schedule 14D-1F/A or any purchases or sales of any security in connection therewith, may be commenced against either or both of them in any administrative tribunal or in any appropriate court in any place subject to the jurisdiction of any state or of the United States by service of said subpoena or process upon the registrant's designated agent.

After due inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: January 15, 2008

#### **NEWMONT MINING CORPORATION**

By: /s/ Sharon E. Thomas

Name: Sharon E. Thomas

Title: Vice President and Secretary

#### **NEWMONT MINING B.C. LIMITED**

By: /s/ Blake M. Rhodes

Name: Blake M. Rhodes

Title: Secretary

## EXHIBIT INDEX

Exhibit No.	Description of Exhibit
99.1.1	Joint Press Release of Newmont Mining Corporation and Miramar Mining Corporation, issued October 9, 2007 (incorporated by reference to Exhibit 99.1 to Newmont Mining Corporation's Form 8-K, filed with the Commission on October 10, 2007).
99.1.2	Joint Press Release of Newmont Mining Corporation and Miramar Mining Corporation, issued December 6, 2007 (previously filed with Newmont Mining Corporation's Schedule 14D-1F/A (Amendment No. 2), filed with the Commission on December 7, 2007).
99.1.3	Press Release of Newmont Mining Corporation, issued December 21, 2007 (previously filed with Newmont Mining Corporation's Schedule 14D-1F/A (Amendment No. 3), filed with the Commission on December 26, 2007).
99.1.4	Press Release of Newmont Mining Corporation, issued January 4, 2008 (previously filed with Newmont Mining Corporation's Schedule 14D-1F/A (Amendment No. 4), filed with the Commission on January 7, 2008)
99.2.1	Support Agreement dated October 8, 2007, among Newmont, Acquisition Sub and Miramar, (incorporated by reference from Exhibit 7.3 to Newmont Mining Corporation's Schedule 13D filed with the Commission on October 9, 2007).
99.3.1	Form of Lock-Up Agreement between Newmont, Acquisition Sub and each of the officers and directors listed on Annex C, each of which is dated October 8, 2007 (which Form of Lock-Up Agreement and Annex C are incorporated herein by reference from Exhibit 7.4 and Annex C, respectively, to Newmont Mining Corporation's Schedule 13D filed with the Commission on October 9, 2007).
99.4.1	Notice of Compulsory Acquisition, dated January 14, 2008, as sent to Shareholders of Miramar Mining Corporation.

*This document is important and requires your immediate attention. If you are in any doubt as to how to deal with it, you should consult your investment advisor, stockbroker, bank manager, trust company manager, accountant, lawyer or other professional advisor.*

*This document does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer is not being made to, nor will deposits be accepted from or on behalf of, Shareholders in any jurisdiction in which the making or acceptance of the Offer would not be in compliance with the laws of such jurisdiction. However, the Offeror or its agents may, in the Offeror's sole discretion, take such action as the Offeror may deem necessary to extend the Offer to Shareholders in such jurisdiction.*

*The Offer has not been approved or disapproved by any securities regulatory authority, nor has any securities regulatory authority passed upon the fairness or merits of the Offer or upon the adequacy of the information contained in this document. Any representation to the contrary is an offence.*

January 14, 2008

## NOTICE OF COMPULSORY ACQUISITION

by

**NEWMONT MINING B.C. LIMITED**  
a wholly-owned indirect subsidiary of



## NEWMONT MINING CORPORATION

Newmont Mining B.C. Limited (the “**Offeror**”), a wholly-owned indirect subsidiary of Newmont Mining Corporation (“**Newmont**”), made an offer dated October 31, 2007, as amended and supplemented, (the “**Offer**”) to purchase at a price of Cdn.\$6.25 cash per common share all of the issued and outstanding common shares (the “**Common Shares**”) of Miramar Mining Corporation (“**Miramar**”), other than any Common Shares owned directly or indirectly by Newmont, and including Common Shares that may become issued and outstanding after the date of the Offer but before the expiry of the Offer upon the exercise of options granted by Miramar. The Offer will expire at 8:00 p.m. (Toronto time) on January 18, 2008.

Shareholders holding in the aggregate, approximately 92% of the issued and outstanding Common Shares, other than Common Shares already held at the date of the Offer by, or by a nominee for, the Offeror or any of its affiliates, have accepted the Offer.

The Offeror hereby gives you notice that it is exercising its right under section 300 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) to acquire (the “**Compulsory Acquisition**”) all of the Common Shares that the Offeror did not acquire under the Offer (the “**Notice**”).

### **Compulsory Acquisition**

Pursuant to section 300 of the BCBCA, upon providing this Notice, the Offeror is entitled and bound to acquire all of the Common Shares that it did not acquire under the Offer for the same price and on the same terms set forth in the Offer, unless the Supreme Court of the Province of British Columbia (the “**Court**”) orders otherwise in accordance with section 300 of the BCBCA.

Unless the Court orders otherwise, the Offeror intends to deliver a copy of this Notice to Miramar on or about March 17, 2008, and upon receipt of that copy of the Notice and receipt by the Depositary, on behalf of Miramar, of the cash payable by the Offeror under the Compulsory Acquisition, Miramar will be required to register the Offeror as the holder of the Common Shares that it did not acquire under the Offer.



### ***Letter of Transmittal***

To facilitate delivery of the consideration to you in payment of the Common Shares acquired under the Compulsory Acquisition, you should complete and return the letter of transmittal (the “**Letter of Transmittal**”) accompanying this Notice and return all certificates representing your Common Shares to Computershare Investor Services Inc. (the “**Depository**”), at one of the addresses set forth on the last page of this Notice and in the enclosed Letter of Transmittal as soon as possible and by no later than 5:00 p.m. (Toronto time) on March 17, 2008.

The method that you use to deliver certificates representing your Common Shares to the Depository is at your own option and risk. If certificates for Common Shares are to be sent by mail, registered mail with return receipt requested, properly insured, is recommended, and it is suggested that the mailing be made sufficiently in advance of March 17, 2008 to permit delivery to the Depository at or prior to 5:00 p.m. (Toronto time) on such date. Delivery will only be effective upon actual receipt by the Depository.

If a certificate representing Common Shares has been lost, destroyed, mutilated or mislaid, please contact the Depository, and they will provide information regarding replacement. When contacting the Depository, please ensure that you provide your telephone number so that the Depository may contact you.

If you complete and deliver to the Depository the Letter of Transmittal with the certificates representing your Common Shares on or before 5:00 p.m. (Toronto time) on March 17, 2008, payment to which you are entitled will be sent to you by mail promptly following that date.

\* \* \* \* \*

**The foregoing is a summary only of the Compulsory Acquisition and is qualified in its entirety by the provisions of section 300 of the BCBCA. Section 300 of the BCBCA is complex and may require strict adherence to notice and timing provisions, failing which your rights may be lost or altered. If you wish to be better informed about the provisions of section 300 of the BCBCA, you should consult your legal advisors.**

\* \* \* \* \*

Questions and requests for assistance may be directed to the Depository at the address and telephone numbers set forth on the last page of this Notice.

**NEWMONT MINING B.C. LIMITED**

*(Signed) Blake Rhodes*

Name: Blake M. Rhodes

Title: Secretary and Director

**The Depositary is:**

**COMPUTERSHARE INVESTOR SERVICES INC.**

**Toronto by Mail**

P.O. Box 7021  
31 Adelaide Street East  
Toronto, Ontario M5C 3H2  
Attention: Corporate Actions

**Toronto by Registered Mail, Hand or by Courier**

100 University Avenue, 9th Floor  
Toronto, Ontario M5J 2Y1  
Attention: Corporate Actions

**Toll Free (North America): 1.800.564.6253**

**Overseas: 1.514.982.7555**

**E-Mail: [corporateactions@computershare.com](mailto:corporateactions@computershare.com)**

**Any questions regarding this Notice and requests for assistance in depositing Common Shares or for additional copies of the Letter of Transmittal may be directed to the Depositary at its telephone numbers and addresses set out above. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance.**