

NEWMONT MINING CORP /DE/  
Form S-8 POS  
November 17, 2016

**As filed with the Securities and Exchange Commission on November 16, 2016**

**Registration No. 333-171298**

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

**POST EFFECTIVE AMENDMENT NO. 2**

**TO**

**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**

**84-1611629**  
**(I.R.S. Employer**

**incorporation or organization)**

**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 and General Counsel**

**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 M. Sizemore**

**David M. Johansen**

**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

Accelerated filer

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

Smaller reporting company

### EXPLANATORY NOTE

Newmont Mining Corporation, a Delaware corporation (the Registrant ), is filing this Post-Effective Amendment No. 2 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, \$1.60 par value per share (the Common Stock ), thereby registered for offer or sale pursuant to the Newmont Mining Corporation 2005 Stock Incentive Plan (the 2005 Incentive Plan ).

The Registrant has since adopted a new equity incentive plan, the Newmont Mining Corporation 2013 Stock Incentive Compensation Plan (the 2013 Incentive Plan ), which replaced the 2005 Incentive Plan as of April 24, 2013, the date the Registrant s shareholders approved the 2013 Incentive Plan. Beginning April 24, 2013, no future awards are made under the 2005 Incentive Plan. On April 25, 2013, the Registrant filed a Post-Effective Amendment No. 1 to the Prior Registration Statement to deregister 6,800,000 shares of Common Stock, which were originally registered under the Prior Registration Statement (the Carryover Shares ). Contemporaneously with the filing of the Post-Effective Amendment No. 1 to the Prior Registration Statement, the Registrant filed a Registration Statement on Form S-8 (File No. 333-188128) to register the Carryover Shares, which became available for offer or sale pursuant to the 2013 Incentive Plan. The Registrant hereby deregisters an additional 1,042,793 shares of Common Stock, which were originally registered under the Prior Registration Statement (the Additional 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. 2, the Registrant is filing a Registration Statement on Form S-8 (the Registration Statement ) to register additional shares of Common Stock now available for offer or sale pursuant to the 2013 Incentive Plan, including, but not limited to, the Additional Carryover Shares. Any shares of Common Stock previously registered under the Prior Registration Statement and not utilized as Carryover Shares or Additional Carryover Shares will remain registered under the Prior Registration Statement.

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**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 Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greenwood Village, State of Colorado, on the 16th day of November, 2016.

**NEWMONT MINING CORPORATION**

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title of Capacities</b>	<b>Date</b>
* Gary J. Goldberg	President, Chief Executive Officer and Director (Principal Executive Officer)	November 16, 2016
/s/ Nancy K. Buese Nancy K. Buese	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	November 16, 2016
/s/ John W. Kitlen John W. Kitlen	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	November 16, 2016
* Noreen Doyle	Non-Executive Chair of the Board and Director	November 16, 2016
Gregory H. Boyce	Director	November 16, 2016
* Bruce R. Brook	Director	November 16, 2016
* J. Kofi Bucknor	Director	November 16, 2016

*	Director	November 16, 2016
Vincent A. Calarco		
*	Director	November 16, 2016
Joseph A. Carrabba		

\* Director November 16, 2016

Veronica M. Hagen

\* Director November 16, 2016

Jane Nelson

Director November 16, 2016

Julio M. Quintana

\* By: /s/ Stephen P. Gottesfeld November 16,  
2016

Name: Stephen P. Gottesfeld, as  
Attorney-in-Fact

**EXHIBIT INDEX**

**Exhibit  
Number**

**Description of Document**

24.1 Power of Attorney of certain officers and directors (incorporated by reference to Exhibit 24 of the Registrant's Post-Effective Amendment No. 1 to Form S-8 Registration Statement (File No. 333-171298), filed with the Commission on April 25, 2013).