

NEWMONT MINING CORP /DE/

Form 424B5

November 05, 2003

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The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. A registration statement relating to these securities has been filed with and has been declared effective by the Securities and Exchange Commission. This prospectus supplement and the accompanying prospectus are not an offer to sell these securities and we are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED NOVEMBER 5, 2003

PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED OCTOBER 31, 2003

Filed Pursuant to Rule 424(B)(5)

Registration Statement No. 333-87100

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**20,000,000 shares**

## Newmont Mining Corporation

### Common stock

Our common stock is listed on the New York Stock Exchange under the symbol NEM. On November 4, 2003, the last reported sale price of our common stock on the New York Stock Exchange was \$43.31 per share.

	<u>Per share</u>	<u>Total</u>
Price to public	\$	\$
Underwriting discounts and commissions	\$	\$
Proceeds to Newmont, before expenses	\$	\$

We have granted the underwriters an option for a period of 30 days to purchase up to 2,000,000 additional shares of common stock at the public offering price less the underwriting discounts and commissions, to cover over-allotments, if any.

Investing in our common stock involves risks. See **Risk Factors** beginning on page 4 of the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The underwriters are offering our common stock as described in **Underwriting**. Delivery of the common stock will be made to the purchasers on or about \_\_\_\_\_, 2003.

**JPMorgan**

**UBS Investment Bank**

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**Bear, Stearns & Co. Inc.**

**CIBC World Markets**

**Citigroup**

**HSBC**

**National Bank Financial**

**RBC Capital Markets**

**Scotia Capital**

**Griffiths McBurney & Partners Corp.**

, 2003

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first is this prospectus supplement, which describes certain matters relating to us and this offering. The second part, the accompanying prospectus, gives more general information about securities we may offer from time to time, some of which may not apply to the common stock offered by this prospectus supplement and accompanying prospectus. For information about our common stock, see "Description of Our Capital Stock" in the accompanying prospectus.

If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

Unless we have indicated otherwise, all information in this prospectus supplement assumes that the underwriters do not exercise their option to purchase additional shares from us. Unless we have indicated otherwise, references in this prospectus supplement to "Newmont", "we", "us" and "our" and similar terms are to Newmont Mining Corporation and its consolidated subsidiaries. Unless we have indicated otherwise, or the context otherwise requires, references in this prospectus supplement to "\$" or "dollar" are to the lawful currency of the United States.

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**You should rely only on the information contained in this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference in this prospectus supplement or the accompanying prospectus. We have not authorized anyone to provide you with information that is different. We are offering to sell and seeking offers to buy these securities only in jurisdictions where offers and sales are permitted. The information contained in this prospectus supplement and the accompanying prospectus is accurate only as of their respective dates, regardless of the time of delivery of this prospectus supplement and the accompanying prospectus or of any sale of these securities.**

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**NEWMONT MINING CORPORATION**

We are engaged in the production of gold, the exploration for gold and the acquisition and development of gold properties worldwide. We are also engaged in the production of, and exploration for, silver, copper and zinc. We have operations in North America, South America, Australia, New Zealand, Indonesia, Uzbekistan and Turkey. As of December 31, 2002, we had gold reserves of 86.9 million equity ounces and an aggregate land position of approximately 63,000 square miles (164,000 square kilometers).

**USE OF PROCEEDS**

Our net proceeds from this offering are estimated to be approximately \$            after deducting the underwriting discounts and our estimated offering expenses that we will have paid. If the underwriters exercise their over-allotment option in full, then the net proceeds will be approximately \$           . We will use these net proceeds for general corporate purposes, which may include funding of new project development and other capital expenditures and the repayment of debt.

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**UNITED STATES FEDERAL INCOME TAXATION**

The following is a description of the material United States federal income tax consequences that may be relevant to non-U.S. holders, as defined below, with respect to the acquisition, ownership and disposition of shares of our common stock. This description addresses only the United States federal income tax considerations of non-U.S. holders that are initial purchasers of shares of our common stock pursuant to the offering and that will hold shares of our common stock as capital assets. This description does not address tax considerations applicable to holders that may be subject to special tax rules, including:

- financial institutions or insurance companies;
- grantor trusts;
- dealers or traders in securities or currencies;
- tax-exempt entities;
- persons that received our stock as compensation for the performance of services;
- persons that will hold our stock as part of a hedging or conversion transaction or as a position in a straddle for United States federal income tax purposes; or
- persons that have a functional currency other than the United States dollar.

Moreover, except as set forth below, this description does not address the United States federal estate and gift or alternative minimum tax consequences of the acquisition, ownership and disposition of our shares.

This description is based on the Internal Revenue Code of 1986, as amended, or the Code, existing, and proposed United States Treasury Regulations and judicial and administrative interpretations thereof, in each case as in effect and available on the date of this prospectus supplement. All of the foregoing are subject to change, which change could apply retroactively and could affect the tax consequences described below.

For purposes of this description, a non-U.S. holder is a beneficial owner of shares of our common stock that, for United States federal income tax purposes, is not:

- a citizen or resident of the United States;
- a partnership or corporation created or organized in or under the laws of the United States or any state thereof, including the District of Columbia;

- an estate the income of which is subject to United States federal income taxation regardless of its source; or
- a trust if such trust validly elects to be treated as a United States person for United States federal income tax purposes or if (1) a court within the United States is able to exercise primary supervision over its administration and (2) one or more United States persons have the authority to control all of the substantial decisions of such trust.

If a partnership (or any other entity treated as a partnership for U.S. federal income tax purposes) holds shares of our common stock, the tax treatment of a partner in such partnership will generally depend on the status of the partner and the activities of the partnership. Such a partner should consult its tax advisor as to its tax consequences.

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**You should consult your own tax advisor with respect to the United States federal, state, local and foreign tax consequences of acquiring, owning or disposing of shares of our common stock.**

### ***Distributions***

Generally, but subject to the discussions below under **Status as United States Real Property Holding Corporation** and **Backup Withholding Tax and Information Reporting Requirements**, if you are a non-U.S. holder, distributions of cash or property (other than shares of our common stock, if any, distributed pro rata to all our shareholders) paid to you will be subject to withholding of United States federal income tax at a 30% rate or such lower rate as may be specified by an applicable United States income tax treaty. In order to obtain the benefit of any applicable United States income tax treaty, you will have to file certain forms (*e.g.*, Form W-8BEN). Such forms generally would contain your name and address and a certification that you are eligible for the benefits of such treaty. In addition, to the extent there is no established financial market for our shares within the meaning of applicable Treasury regulations, you would be required to furnish its Taxpayer Identification Number.

Except as may be otherwise provided in an applicable United States income tax treaty, if you are a non-U.S. holder and conduct a trade or business within the United States, you generally will be taxed at ordinary United States federal income tax rates (on a net income basis) on dividends that are effectively connected with the conduct of such trade or business and such dividends will not be subject to the withholding described above. If you are a foreign corporation, you may also be subject to a 30% branch profits tax unless you qualify for a lower rate under an applicable United States income tax treaty. To claim an exemption from withholding because the income is effectively connected with a United States trade or business, you must provide a properly executed Form W-8ECI (or such successor form as the Internal Revenue Service designates) prior to the payment of dividends.

### ***Sale or Exchange of Our Shares***

Generally, but subject to the discussions below under **Status as United States Real Property Holding Corporation** and **Backup Withholding Tax and Information Reporting Requirements**, if you are a non-U.S. holder, you will not be subject to United States federal income or withholding tax on any gain realized on the sale or exchange of our shares unless (1) such gain is effectively connected with your conduct of a trade or business in the United States or (2) if you are an individual, you are present in the United States for 183 days or more in the taxable year of such sale or exchange and certain other conditions are met.

### ***Status as United States Real Property Holding Corporation***

We believe that we may be considered a U.S. real property holding corporation within the meaning of the Code, although we are still analyzing the impact of the acquisitions of Franco-Nevada Mining Corporation Limited and Normandy Mining Limited. If we are considered a U.S. real property holding corporation, even if you are not a United States person as defined in the Code and lack other connections with the United States, you may be subject to a tax on any gain realized on the disposition of shares of our common stock if at the time of the disposition our common stock is not regularly traded on an established securities market. You also may be subject to a withholding tax on the proceeds from the disposition of the shares of our common stock. Currently, our common stock is regularly traded on an established securities market and, therefore, the tax and the withholding tax described above would not apply to a disposition of shares, except as provided below. The tax described above would apply to the disposition by you of shares of our common stock even though our common stock is regularly traded on an established securities market if you are a non-U.S. person who actually or constructively beneficially owns more than 5% of the total fair market value of all outstanding shares of our common stock at any time during the five year period immediately preceding the disposition. The withholding tax described above, however, would not apply to the disposition, except in certain circumstances.





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### ***Federal Estate Tax***

Shares of our common stock held by an individual who at his or her date of death is not a citizen or resident of the United States generally will be subject to U.S. federal estate tax.

### ***Backup Withholding Tax and Information Reporting Requirements***

United States backup withholding tax and information reporting requirements generally apply to certain payments to certain noncorporate holders of shares of our common stock.

If you are not a United States person, however, under current Treasury regulations, backup withholding will not apply to distributions on shares of our common stock to you, provided that we have received valid certifications meeting the requirements of the Code and neither we nor the payor has actual knowledge or reason to know that you are a United States person for purposes of such backup withholding tax requirements.

If provided by a beneficial owner, the certification must give the name and address of such owner, state that such owner is not a United States person, or, in the case of an individual, that such person is neither a citizen or resident of the United States, and must be signed by the owner under penalties of perjury. If provided by a financial institution, other than a financial institution that is a qualified intermediary, the certification must state that the financial institution has received from the beneficial owner the certificate set forth in the preceding sentence, set forth the information contained in such certificate (and include a copy of such certificate), and be signed by an authorized representative of the financial institution under penalties of perjury. Generally, the furnishing of the names of the beneficial owners of our shares that are not United States persons and a copy of such beneficial owner's certificate by a financial institution will not be required where the financial institution is a qualified intermediary. Moreover, a payor may rely on a certification provided by a payee that is not a United States person only if such payor does not have actual knowledge or a reason to know that any information or certification stated in such certificate is incorrect.

In the case of such payments made to a foreign simple trust, a foreign grantor trust or a foreign partnership, other than payments to a foreign simple trust, a foreign grantor trust or a foreign partnership that qualifies as a withholding foreign trust or a withholding foreign partnership within the meaning of such United States Treasury Regulations and payments to a foreign simple trust, a foreign grantor trust or a foreign partnership that are effectively connected with the conduct of a trade or business in the United States, the beneficiaries of the foreign simple trust, the persons treated as the owners of the foreign grantor trust or the partners of the foreign partnership, as the case may be, will be required to provide the certification discussed above in order to establish an exemption from backup withholding tax and information reporting requirements.

**You should consult your own tax advisor concerning the tax consequences of the acquisition, ownership and disposition of shares of our common stock.**

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J.P. Morgan Securities Inc. and UBS Securities LLC are the representatives of the underwriters. Subject to the terms and conditions of the underwriting agreement, we have agreed to sell to the underwriters named below, through their representatives, the following respective number of shares of common stock:

<u>Name</u>	<u>Number of shares</u>
J.P. Morgan Securities Inc.	
UBS Securities LLC	
Bear, Stearns & Co. Inc.	
CIBC World Markets Corp.	
Citigroup Global Markets Inc.	
HSBC Securities (USA) Inc.	
NBF Securities (USA) Corp.	
RBC Dain Rauscher Inc.	
Scotia Capital (USA) Inc.	
Griffiths McBurney & Partners Corp.	
<b>Total</b>	<b>20,000,000</b>

The underwriting agreement provides that the obligations of the underwriters are subject to certain conditions precedent, including the absence of any material adverse change in our business and the receipt of certain certificates, opinions and letters from us, our counsel and the independent auditors. The underwriters are committed to purchase all the shares of common stock offered by us, other than those shares covered by the over-allotment option described below, if they purchase any of shares of common stock.

The following table shows the per share and total underwriting discounts and commissions we will pay to the underwriters. These amounts are shown assuming both no exercise and full exercise of the underwriters' over-allotment option to purchase additional shares of common stock from us:

**Underwriting discounts and commissions**

	<u>Without over-allotment exercise</u>	<u>With over-allotment exercise</u>
Per share	\$	\$
Total	\$	\$

We estimate that the total expenses of this offering, excluding underwriting discounts and commissions payable by us, will be approximately \$ .

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The underwriters initially propose to offer the shares of common stock directly to the public at the public offering price set forth on the cover page of this prospectus supplement and to certain dealers at that price less a concession not in excess of \$     per share. The underwriters may allow, and such dealers may reallocate, a concession not in excess of \$     per share to certain other dealers. After the initial offering of the shares, the underwriters may change the offering price and other selling terms.

We have granted to the underwriters an option, exercisable no later than 30 days after the date of this prospectus supplement, to purchase up to 2,000,000 additional shares of common stock from us at the public offering price less the underwriting discounts and commissions set forth on the cover page of this prospectus supplement. To the extent that the underwriters exercise this option, each underwriter will have a firm commitment to purchase approximately the same percentage thereof which the number of shares of common stock to be purchased by it is shown in the table above bears to the total number of shares of common stock offered hereby. The underwriters may exercise the option only to cover over-allotments, if any, made in connection with this offering.

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The offering of the shares of common stock is made for delivery when, as and if accepted by the underwriters and subject to prior sale and to withdrawal, cancellation or modification of this offering without notice. The underwriters reserve the right to reject an order for the purchase of shares of common stock in whole or in part.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, and to contribute to payments the underwriters may be required to make in respect of these liabilities.

We, subject to certain limited exceptions, have agreed not to, without the prior written consent of J.P. Morgan Securities Inc. and UBS Securities LLC, sell or otherwise dispose of any shares of our capital stock, options or warrants to acquire shares of our capital stock or securities exchangeable for or convertible into shares of our capital stock for a period of 45 days after the date of this prospectus supplement. Our directors and executive officers, subject to certain limited exceptions, have agreed not to without the prior written consent of J.P. Morgan Securities Inc. and UBS Securities LLC, sell or otherwise dispose of any shares of our capital stock, options or warrants to acquire shares of our capital stock or securities exchangeable for or convertible into shares of our capital stock for a period of 45 days after the date of this prospectus supplement.

Persons participating in the offering may engage in transactions, including over-allotments, syndicate covering transactions, stabilizing bids, or imposition of penalty bids, that may have the effect of stabilizing or maintaining above, or otherwise affecting the market price of shares of common stock at a level from that which might otherwise prevail in the open market.

A syndicate covering transaction is a bid for or the purchase of shares of common stock on behalf of the underwriters to reduce a syndicate short position incurred by the underwriters in connection with this offering. The underwriters may create a syndicate short position by making short sales of shares of common stock and may purchase shares of common stock on the open market to cover syndicate short positions created by short sales. Short sales involve the sale by the underwriters of a greater number of shares of common stock than they are required to purchase in this offering. Short sales can be either covered or naked. Covered short sales are sales made in an amount not greater than the underwriters over-allotment option to purchase additional shares from us in this offering. Naked short sales are sales in excess of the over-allotment option. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of shares of common stock in the open market after pricing that could adversely affect investors who purchase in this offering. If the underwriters create a syndicate short position, they may choose to reduce or cover this position by either exercising all or part of the over-allotment option to purchase additional shares of common stock from us or by engaging in syndicate covering transactions. The underwriters may close out any covered short position by either exercising their over-allotment option or purchasing securities in the open market. The underwriters must close out any naked short position by purchasing securities in the open market. In determining the source of shares of common stock to close out the covered short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase securities through the over-allotment option.

A stabilizing bid is a bid for or the purchase of shares of common stock on behalf of the underwriters for the purpose of fixing or maintaining the price of shares of common stock. A penalty bid is an arrangement that permits the representatives to reclaim the selling concession from an underwriter or a syndicate member for shares of common stock purchased by the underwriters in a syndicate covering transaction and therefore have not been effectively placed by the underwriter or syndicate member.

These transactions may be effected on the NYSE or otherwise and, if commenced, may be discontinued at any time. Similar to other purchase activities, these activities may have the effect of preventing or retarding a decline in the market price of shares of our common stock. As a result, the price of shares of our common stock may be higher than the price that might otherwise exist in the open market.



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A prospectus in electronic format may be made available on the websites maintained by one or more of the underwriters and may be distributed electronically by certain of the underwriters or securities dealers. The representatives may agree to allocate a number of shares to underwriters for sale to their online brokerage account holders. The representatives will allocate shares to underwriters that may make Internet distributions on the same basis as other allocations. In addition, shares may be sold by the underwriters to securities dealers who resell shares to online brokerage account holders.

The offering and sale of shares of our common stock in Canada will be made only pursuant to a prospectus filed with the securities regulatory authorities in each province where offering and sales of the shares of our common stock will be made.

Each underwriter has represented, warranted and agreed that it:

- has not offered or sold and, prior to the expiry of a period of six months from the closing date of the offering, will not offer or sell any shares of our common stock to persons in the United Kingdom except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or otherwise in circumstances which have not resulted and will not result in an offer to the public in the United Kingdom within the meaning of the Public Offers of Securities Regulations 1995;
- has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 ( FSMA )) received by it in connection with the issue or sale of any shares of our common stock in circumstances in which section 21(1) of the FSMA does not apply to us; and
- has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the shares/equity units in, from or otherwise involving the United Kingdom.

In the ordinary course of business, the underwriters and their affiliates have provided financial advisory, investment banking and general financing and banking services for us and our affiliates for customary fees.

## **VALIDITY OF COMMON STOCK**

The validity of the shares of common stock will be passed upon for us by White & Case LLP, New York, New York, and for the underwriters by Sullivan & Cromwell LLP, New York, New York.

## **FORWARD-LOOKING STATEMENTS**

Certain statements contained in this prospectus supplement and the accompanying prospectus, including information incorporated by reference, are forward-looking statements within the meaning of Section 27A of the Securities Exchange Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are intended to be covered by the safe harbor provided for under these sections. For additional information regarding forward-looking statements, see our Annual Report on Form 10-K/A for the fiscal year ended December 31,

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2002 and our Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2003 which are incorporated by reference into this prospectus supplement and the accompanying prospectus.

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**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and special reports, proxy statements and other information with the SEC. Our SEC filings are available to the public from our web site at <http://www.newmont.com> or from the SEC's web site at <http://www.sec.gov>. The information on our website is not incorporated by reference into and is not made a part of this prospectus supplement and the accompanying prospectus. You may also read and copy any document we file at the SEC's public reference room in Washington, D.C. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms.

The SEC allows us to incorporate by reference in this prospectus supplement and the accompanying prospectus the information in the documents that we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus supplement and the accompanying prospectus, and information in documents that we file later with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained in this prospectus supplement and the accompanying prospectus. We incorporate by reference in this prospectus supplement and the accompanying prospectus the documents listed below and any future filings that we may make with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 until we sell all of the securities that may be offered by this prospectus supplement and the accompanying prospectus:

- Annual Report on Form 10-K for the year ended December 31, 2002 (as amended by an Annual Report on Form 10-K/A filed on October 24, 2003);
- Annual Report of Form 10-K/A for the year ended December 31, 2001 filed on March 20, 2003;
- Quarterly Reports on Form 10-Q for the quarters ended March 31, 2003 (as amended by a Quarterly Report on Form 10-Q/A filed on October 24, 2003), June 30, 2003 (as amended by a Quarterly Report on Form 10-Q/A filed on October 24, 2003) and September 30, 2003;
- Quarterly Reports on Form 10-Q/A for the quarters ended March 31, 2002, June 30, 2002 and September 30, 2002 each filed on April 11, 2003;
- Current Report on Form 8-K filed on April 22, 2003;
- Current Report on Form 8-K/A filed on April 15, 2003 amending Current Report on Form 8-K filed on March 1, 2002 and subsequently amended on April 16, 2002; and
- The description of our common stock contained in our registration statement on Form 8-A for our common stock filed under the Securities Exchange Act of 1934 including any amendment or report filed for the purpose of updating that description.

You may request a copy of these documents at no cost to you, by writing or telephoning us as follows:

Newmont Mining Corporation

1700 Lincoln Street

Denver, Colorado 80203

Attn: Office of the Secretary

(303) 863-7414

You should rely only on the information incorporated by reference or provided in this prospectus supplement and the accompanying prospectus. We have not authorized anyone to provide you with different information. We are not making an offer of the securities described in this prospectus supplement and the accompanying prospectus in any state where the offer is not permitted. You should not assume that the information in this prospectus supplement and the accompanying prospectus is accurate as of any date other than the date on the front of those documents.

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PROSPECTUS

NEWMONT MINING CORPORATION

We may offer by this prospectus the following securities for sale:

- o Common Stock
- o Preferred Stock
- o Warrants to purchase Common Stock
- o Senior Debt Securities guaranteed by our subsidiary, Newmont USA Limited
- o Subordinated Debt Securities guaranteed by our subsidiary, Newmont USA Limited
- o Warrants to purchase Debt Securities

We will provide the specific terms of the securities that we are offering in supplements to this prospectus. You should read this prospectus and any supplement carefully before you invest.

See "Risk Factors" beginning on page 4 regarding factors you should consider before purchasing the securities being offered.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities that may be offered by this prospectus or have determined that this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This prospectus is dated October 31, 2003.

The information contained in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the SEC utilizing a "shelf" registration process. The shelf process allows us to sell or otherwise offer any combination of the securities described in this prospectus in one or more offerings up to a total offering price of \$1,000,000,000. All references to "dollars" or "\$" in this prospectus refer to United States currency unless otherwise specified.

This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement with specific information about the terms of the securities. The prospectus supplement may also update or change information contained in this prospectus. You should read both this prospectus and any prospectus supplement together with the additional information described under the heading "Where You Can Find More Information."

NEWMONT MINING CORPORATION

Background

Newmont Mining Corporation's original predecessor corporation was incorporated in 1921 under the laws of Delaware. On February 13, 2002, at a special meeting of the stockholders of Newmont Mining Corporation, the stockholders approved adoption of an Agreement and Plan of Merger that provided for a restructuring of Newmont Mining Corporation to facilitate the February 2002 acquisitions described below and to create a more flexible corporate structure. Newmont Mining Corporation merged with an indirect, wholly-owned subsidiary, which resulted in Newmont Mining Corporation becoming a direct wholly-owned subsidiary of a new holding company. Newmont Mining Corporation was renamed Newmont USA Limited and the new holding company was renamed Newmont Mining Corporation. There was no impact to the consolidated financial statements of Newmont Mining Corporation as a result of this restructuring and former stockholders of Newmont Mining Corporation became stockholders of the new holding company. In this prospectus, "Newmont Mining," "we," "our" and "us" refer to Newmont Mining Corporation and/ or our affiliates and subsidiaries.

On February 16, 2002, Newmont Mining completed the acquisition of Franco-Nevada Mining Corporation Limited, a Canadian company, pursuant to a Plan of Arrangement. As a result, Franco-Nevada became a subsidiary of Newmont Mining and subsequently changed its name to Newmont Mining Corporation of Canada Limited. On February 20, 2002, Newmont Mining gained control of Normandy Mining Limited, an Australian company, through an off-market bid for all of the ordinary shares of Normandy. On February 26, 2002, when Newmont Mining's off-market bid for Normandy expired, Newmont Mining had a relevant interest in more than 96% of Normandy's outstanding shares. Subsequently, Newmont exercised its compulsory acquisition rights under Australian law to acquire all of the shares of Normandy.

Newmont Mining and Newmont USA

We are engaged in the production of gold, the exploration for gold and the acquisition and development of gold properties worldwide. We produce gold from operations in North America, South America, Australia, New Zealand, Indonesia, Uzbekistan and Turkey. We are also engaged in the production of, and exploration for, silver, copper and zinc.

As a result of the restructuring described above, Newmont USA is a

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subsidiary of Newmont Mining. The operations of Newmont USA and its subsidiaries consist primarily of those of Newmont Mining Corporation and its subsidiaries prior to the February 2002 acquisitions referred to above.

Newmont Mining is primarily a holding company and has no material operations, sources of income or assets other than our equity interest in our subsidiaries. Because substantially all of our operations are conducted by our subsidiaries, our operating cash flow and our ability to service our indebtedness, including any debt securities that may be issued pursuant to this prospectus, depends upon the cash flow of our subsidiaries and their ability to make transfers to us in the form of loans, dividends or otherwise. Our subsidiaries are separate legal entities that have no obligation to pay any amounts due pursuant to such debt securities, other than Newmont USA through its

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guarantees of such debt securities, or to make any funds available for that purpose in the form of dividends, interest, loans, advances or other payments. If we cannot obtain sufficient funds from our subsidiaries, we may not be able to meet our obligations on the debt securities that may be issued pursuant to this prospectus.

Newmont Mining's right and the ability of holders of its securities to participate in any distribution of assets of Newmont USA or any other subsidiary of Newmont Mining upon its liquidation or reorganization are subject to the prior claims of creditors of Newmont USA or such other subsidiary, as the case may be. Such claims may include claims by holders of debt of Newmont USA or such other subsidiary, as the case may be, and claims by creditors in the ordinary course of business.

Newmont Mining's and Newmont USA's principal executive offices are located at 1700 Lincoln Street, Denver, Colorado 80203. Our telephone number is (303) 863-7414.

RISK FACTORS

Investment in our securities is subject to risks and uncertainties.

Every investor or potential investor in Newmont should carefully consider the risks that are set forth below, which have been separated into two groups:

- o risks related to the gold mining industry generally; and
- o risks related to our operations.

Other risks may be subsequently identified and the risk factors set forth below may be modified or updated in documents that we file subsequent to the date of this prospectus with the SEC which are incorporated by reference into this prospectus, as described in "Where You Can Find More Information."

Risks Related to the Gold Mining Industry Generally

A Substantial or Extended Decline in Gold Prices Would Have a Material Adverse Effect on Newmont

Our business is extremely dependent on the price of gold, which is affected by numerous factors beyond our control. Factors tending to put downward pressure on the price of gold include:

- o sales or leasing of gold by governments and central banks;
- o a low rate of inflation and a strong U.S. dollar;
- o global and regional recession or reduced economic activity;
- o speculative trading;
- o decreased perception of geopolitical or economic risk;
- o decreased demand for gold for industrial uses, use in jewelry, and investment;

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- o high supply of gold from production, disinvestment, and scrap and hedging;
- o sales by gold producers in forward transactions and other hedging transactions; and

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- o devaluing local currencies (relative to gold priced in U.S. dollars) leading to lower production costs and higher production in certain major gold-producing regions.

Any drop in the price of gold adversely impacts our revenues, profits and cash flows, particularly in light of our "no-hedging" philosophy. We have recorded asset writedowns in recent years as a result of a sustained period of low gold prices. We may experience additional asset impairments as a result of low gold prices in the future.

In addition, sustained low gold prices can:

- o reduce revenues further by production cutbacks due to cessation of the mining of deposits or portions of deposits that have become uneconomic at the then-prevailing gold price;

- o halt or delay the development of new projects;

- o reduce funds available for exploration, with the result that depleted reserves are not replaced; and

- o reduce existing reserves, by removing ores from reserves that cannot be economically mined or treated at prevailing prices.

Also see the discussion of "Gold Price" in Item 1, "Business" in our Annual Report on Form 10-K for our most recently completed fiscal year.

### Gold Producers Must Continually Obtain Additional Reserves

Gold producers must continually replace gold reserves depleted by production. Depleted reserves must be replaced by expanding known ore bodies or by locating new deposits in order for gold producers to maintain production levels over the long term. Gold exploration is highly speculative in nature, involves many risks and frequently is unproductive. No assurances can be given that any of our new or ongoing exploration programs will result in new mineral producing operations. Once mineralization is discovered, it may take many years from the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. As a result, reserves may decline as gold is produced if they are not adequately replaced.

### Estimates of Proven and Probable Reserves are Uncertain

Estimates of proven and probable reserves are subject to considerable uncertainty. Such estimates are, to a large extent, based on interpretations of geologic data obtained from drill holes and other sampling techniques. Gold producers use feasibility studies to derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, the predicted configuration of the ore body, expected recovery rates of metals from the ore, comparable facility, equipment, and operating costs, and other factors. Actual cash operating costs and economic returns on projects may differ significantly from original estimates. Further, it may take many years from the initial phase of drilling before production is possible and, during that time, the economic feasibility of exploiting a discovery may change.

### Increased Costs Could Affect Profitability

The total cash costs at any particular mining location are frequently subject to great variation from one year to the next due to a number of factors,

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such as changing ore grade, metallurgy and mining activities in response to the physical shape and location of the ore body. In addition, cash costs are affected by the price of commodities such as fuel and electricity. Such commodities are at times subject to volatile price movements, including increases that could make production at certain operations less profitable. A material increase in costs at any one location could have a significant effect on our profitability.

Mining Accidents or Other Adverse Events at a Mining Location Could Reduce Our Production Levels

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At any of our operations, production may fall below historic or estimated levels as a result of mining accidents such as a pit wall failure in an open pit mine, or cave-ins or flooding at underground mines. In addition, production may be unexpectedly reduced at a location if, during the course of mining, unfavorable ground conditions or seismic activity are encountered; ore grades are lower than expected; the physical or metallurgical characteristics of the ore are less amenable to mining or treatment than expected; or our equipment, processes or facilities fail to operate properly or as expected.

The Use of Hedging Instruments May Prevent Gains Being Realized from Subsequent Price Increases

Consistent with our "no-hedging" philosophy, we do not intend to enter into new material gold hedging positions and we intend to decrease our hedge positions over time by opportunistically delivering gold into our existing hedge contracts, and by seeking to unwind our hedge positions when economically attractive. Nonetheless, we currently have gold hedging positions. If the gold price rises above the price at which future production has been committed under these hedge instruments, we will have an opportunity loss. However, if the gold price falls below that committed price, our revenues will be protected to the extent of such committed production. In addition, we may experience losses if a hedge counterparty defaults under a contract when the contract price exceeds the gold price.

For a more detailed description of our hedge positions, see the discussion in "Hedging" in Item 7A, "Quantitative and Qualitative Disclosures About Market Risks" in our Annual Report on Form 10-K for our most recently completed fiscal year.

Currency Fluctuations May Affect the Costs that Newmont Incurs

Currency fluctuations may affect the costs that we incur at our operations. Gold is sold throughout the world based principally on the U.S. dollar price, but a portion of our operating expenses are incurred in local currencies. The appreciation of non-U.S. dollar currencies against the U.S. dollar can increase the costs of gold production in U.S. dollar terms at mines located outside the United States, making such mines less profitable. The currencies which primarily impact our results of operations are the Canadian and Australian dollars.

During 2002, the Canadian and Australian dollars strengthened by an average of 1% and 5%, respectively, against the U.S. dollar. This increased U.S. dollar reported operating costs in Canada and Australia by approximately \$1.0 million and \$18.3 million, respectively.

For a more detailed description of how currency exchange rates may affect costs, see the discussion in "Foreign Currency Exchange Rates" in Item 7, "Management's Discussion and Analysis of Consolidated Financial Condition and Results of Operations" in our Annual Report on Form 10-K for our most recently completed fiscal year.

Gold Mining Companies are Subject to Extensive Environmental Laws and Regulations

Our exploration, mining and processing operations are regulated in all countries in which we operate under various federal, state, provincial and local laws and regulations relating to the protection of the environment, which generally include air and water quality, hazardous waste management and

reclamation. Furthermore, these laws and regulations are continually changing and are generally becoming more restrictive. We have made, and expect to make in the future, expenditures to comply with such laws and regulations, but we cannot predict the amount of such future expenditures. Estimated future reclamation costs are based principally on legal and regulatory requirements. The regulatory environment in which we operate could change in ways that would substantially increase our costs to achieve compliance. Delays in obtaining or failure to obtain government permits and approvals or significant changes in regulation could have a material adverse effect on our operations or financial position.

In addition, we are involved in several matters concerning environmental obligations associated with former mining activities. Generally, these matters concern developing and implementing remediation plans at the

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various sites involved. We cannot predict the ultimate resolution of these matters and we may not have sufficient reserves to cover any liabilities.

For additional information on our potential environmental liabilities, see the notes to our Consolidated Financial Statements contained in our Annual Report on Form 10-K for our most recently completed fiscal year and any subsequent Quarterly Report on Form 10-Q for our most recently completed fiscal quarter.

Risks Related to Newmont Operations

Certain Factors Outside of Our Control May Affect Our Ability to Support the Carrying Value of Goodwill

At December 31, 2002, the carrying value of our goodwill was approximately \$3.0 billion or 30% of our total assets. Such goodwill has been assigned to our Merchant Banking Segment (\$1.6 billion) and Exploration Segment (\$1.1 billion), and to various mine site reporting units (\$300 million in the aggregate). As further described in our Annual Report on Form 10-K for our most recently completed fiscal year under "Critical Accounting Policies" in Item 7, "Management's Discussion and Analysis of Consolidated Financial Condition and Results of Operations" and in Note 3 to the Consolidated Financial Statements, this goodwill arose in connection with our February 15, 2002 acquisition of Normandy and Franco-Nevada, and it represents the excess of the aggregate purchase price over the fair value of the identifiable net assets of Normandy and Franco-Nevada as measured at February 15, 2002. Such goodwill was assigned to reporting units based on independent appraisals performed by Behre Dolbear & Company, Inc., a mineral industry consulting firm ("Behre Dolbear"). We evaluate, on at least an annual basis, the carrying amount of goodwill to determine whether current events and circumstances indicate that such carrying amount may no longer be recoverable. This evaluation involves a comparison of the fair value of our reporting units to their carrying values. The fair values of the applicable reporting units are based in part on certain factors that may be partially or completely outside of our control, such as the investing environment, the discovery of proven and probable reserves, commodity prices and other factors. In addition, we may not be able to easily replicate some of the assumptions underlying the Merchant Banking and Exploration Segment February 15, 2002 appraisals, even though these assumptions were based on historical experience and we consider these assumptions to be reasonable under the circumstances. With respect to the Merchant Banking Segment, these assumptions included (i) an initial investment of \$300 million; (ii) additional annual investments of \$50 million commencing in year two (2003) of a seven-year time horizon; (iii) an average long-term after-tax return of 37.3%; (iv) the immediate reinvestment of average annual returns; and (v) discount rates ranging from 8% to 9%. With respect to the Exploration Segment, these assumptions included (i) 1.6 million recoverable ounces of additions to proven and probable reserves through new discoveries in the first year following the acquisition; (ii) an annual growth rate for such reserve additions of 23.1% over a ten-year period; (iii) a fair value for each recoverable ounce of reserve additions of approximately \$58; and (iv) a discount rate of 15%.

Our assumptions set forth above are subject to risks and uncertainties. In the absence of any mitigating valuation factors, our failure to achieve one or more of the February 15, 2002 appraisal assumptions will over time result in an impairment charge. Accordingly, we cannot give you any assurance that significant non-cash impairment losses will not be recorded in the future due to possible declines in the fair values of our reporting units. For a more detailed description of the estimates, assumptions and related risks

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involved in assessing the recoverability of the carrying value of goodwill, see the discussion under "Critical Accounting Policies" in Item 7, "Management's Discussion and Analysis of Consolidated Financial Condition and Results of Operations" in our Annual Report on Form 10-K for our most recently completed fiscal year.

### Our Level of Indebtedness May Affect Our Business

As a result of our acquisitions, our level of indebtedness has increased, although net indebtedness is a smaller percentage of our total capitalization than it was prior to the acquisitions. As of September 30, 2003, our debt was \$1.4 billion. This level of indebtedness could have important consequences for our operations, including:

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- o We may need to use a large portion of our cash flow to repay principal and pay interest on our debt, which will reduce the amount of funds available to finance our operations and other business activities;

- o Our debt level may make us vulnerable to economic downturns and adverse developments in our businesses and markets; and

- o Our debt level may limit our ability to pursue other business opportunities, borrow money for operations or capital expenditures in the future or implement our business strategy.

We expect to obtain the funds to pay our expenses and to pay principal and interest on our debt by utilizing cash flow from operations. Our ability to meet these payment obligations will depend on our future financial performance, which will be affected by financial, business, economic and other factors. We will not be able to control many of these factors, such as economic conditions in the markets in which we operate. We cannot be certain that our future cash flow from operations will be sufficient to allow us to pay principal and interest on our debt and meet our other obligations. If cash flow from operations is insufficient, we may be required to refinance all or part of our existing debt, sell assets, borrow more money or issue additional equity. We cannot be sure that we will be able to do so on commercially reasonable terms, if at all.

Our Operations Outside North America and Australia are Subject to the Risks of Doing Business Abroad

Exploration, development and production activities outside of North America and Australia are potentially subject to political and economic risks, including:

- o cancellation or renegotiation of contracts;
- o disadvantages of competing against companies from countries that are not subject to U.S. laws and regulations, including the Foreign Corrupt Practices Act;
- o changes in foreign laws or regulations;
- o changes in tax laws;
- o royalty and tax increases or claims by governmental entities, including retroactive claims;
- o expropriation or nationalization of property;
- o currency fluctuations (particularly in countries with high inflation);
- o foreign exchange controls;
- o restrictions on the ability of local operating companies to sell gold offshore for U.S. dollars, and on the ability of such companies to hold U.S. dollars or other foreign currencies in offshore bank accounts;
- o import and export regulations, including restrictions on the export of gold;

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- o restrictions on the ability to pay dividends offshore;
- o environmental controls;
- o risks of loss due to civil strife, acts of war, guerrilla activities, insurrection and terrorism; and

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o other risks arising out of foreign sovereignty over the areas in which our operations are conducted.

Consequently, our exploration, development, and production activities outside of North America and Australia may be substantially affected by factors beyond our control, any of which could materially adversely affect our financial position or results of operations. Furthermore, in the event of a dispute arising from such activities, we may be subject to the exclusive jurisdiction of courts outside North America or Australia or may not be successful in subjecting persons to the jurisdiction of the courts in North America or Australia, which could adversely affect the outcome of a dispute.

We have substantial investments in Indonesia, a nation that since 1997 has undergone financial crises and devaluation of its currency, outbreaks of political and religious violence, changes in national leadership, and the secession of East Timor, one of its former provinces. Despite democratic elections in 1999, a change in government occurred in late July 2001, and civil unrest, independence movements, and tensions between the civilian government and the military continue. These problems heighten the risk of abrupt changes in the national policy toward foreign investors, which in turn could result in unilateral modification of concessions or contracts, increased taxation, or expropriation of assets. If this were to occur with respect to our Contracts of Work, our financial condition and results of operations could be materially adversely affected.

During the last two years, Minera Yanacocha, of which we own a 51.35% interest, has been the target of numerous local political protests, including ones that blocked the road between the Yanacocha mine complex and the city of Cajamarca in Peru. We cannot predict whether these incidents will continue, nor can we predict the government's continuing positions on foreign investment, mining concessions, land tenure, environmental regulation or taxation. The continuation or intensification of protests or a change in prior governmental positions could adversely affect our operations in Peru.

Recent violence reportedly committed by radical elements in Indonesia and other countries, and the presence of U.S. forces in Iraq and Afghanistan may increase the risk that operations owned by U.S. companies will be the target of further violence. If any of our operations were so targeted, it could have an adverse effect on our business.

**Remediation Costs for Federal Superfund Law Liabilities May Exceed the Provisions We Have Made**

We have conducted extensive work at two inactive sites in the United States. At one of these sites, remediation requirements have not been finally determined, and, therefore, the final cost cannot be estimated. At a third site in the United States, an inactive uranium mine and mill formerly operated by one of our subsidiaries, remediation work at the mill is ongoing, but remediation at the mine is subject to dispute and has not yet commenced. The environmental standards that may ultimately be imposed at this site as a whole remain uncertain and there is a risk that the costs of remediation may exceed the provision our subsidiary has made for such remediation by a material amount.

Whenever a previously unrecognized remediation liability becomes known or a previously estimated cost is increased, the amount of that liability or additional cost is expensed and this can materially reduce net income in that period.

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### Occurrence of Events for Which We are Not Insured May Affect Our Cash Flow and Overall Profitability

We maintain insurance to protect ourselves against certain risks related to our operations. This insurance is maintained in amounts that we believe to be reasonable depending upon the circumstances surrounding each identified risk. However, we may elect not to have insurance for certain risks because of the high premiums associated with insuring those risks or for various other reasons; in other cases, insurance may not be available for certain risks. Some concern always exists with respect to investments in parts of the world where civil unrest, war, nationalist movements, political violence or economic crisis are possible. These countries may also pose heightened risks of expropriation of assets, business interruption, increased taxation and a unilateral modification of concessions

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and contracts. We do not maintain insurance against political risk. Occurrence of events for which we are not insured may affect our cash flow and overall profitability.

### Our Business Depends on Good Relations with Our Employees

We may experience difficulties in integrating labor policies, practices, and strategies with our acquired subsidiaries. In addition, problems with or changes affecting employees of one subsidiary may affect relations with employees of other subsidiaries.

At December 31, 2002, unions represented approximately 37% of our worldwide work force. On that date, we had 958 employees at our Carlin, Nevada operations, 244 employees in Canada at our Golden Giant operation, 3,446 employees in Indonesia at our Batu Hijau operations, 47 employees in New Zealand at our Martha operation, 351 employees in Bolivia at our Kori Kollo operation, and 494 employees in Australia at our Golden Grove, Pajingo, Tanami and Yandal operations combined, working under a collective bargaining agreement or similar labor agreement.

Currently there are labor agreements in effect for all of these workers except those in Carlin, Nevada. The Operating Engineers Local Union No. 3 of the International Union of Operating Engineers, AFL-CIO is the bargaining agent for these employees. The Carlin labor agreement expired on September 30, 2002. We are currently in negotiations with the union to reach an acceptable contract, but also have developed contingency plans in case of a work stoppage or strike. We cannot predict when or if we will reach an agreement with the union. If no such agreement is reached or if the negotiations take an excessive amount of time, there may be a heightened risk of a prolonged work stoppage.

### Our Earnings also Could be Affected by the Prices for Other Commodities

Our revenues and earnings also could be affected by the prices of other commodities such as copper and zinc, although to a lesser extent than by the price of gold. The prices of copper and zinc are affected by numerous factors beyond our control. For more information, see the discussion under "Copper and Zinc" in Item 1, "Business" and the discussion under Item 2, "Properties" in our Annual Report on Form 10-K for our most recently completed fiscal year.

### Title to Some of Our Properties May Be Defective or Challenged

Although we have conducted title reviews of our properties, title review does not necessarily preclude third parties from challenging our title. While we believe that we have satisfactory title to our properties, some risk exists that some titles may be defective or subject to challenge. In addition, some of our Australian properties could be subject to native title or traditional landowner claims, but these claims would not deprive us of the properties. For information regarding native title or traditional landowner claims, see the discussion under the Australia section of Item 2, "Properties" in our Annual Report on Form 10-K for our most recently completed fiscal year.

### We Compete With Other Mining Companies

We compete with other mining companies to attract and retain key executives and other employees with technical skills and experience in the mining industry. We also compete with other mining companies for rights to mine

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properties containing gold and other minerals. There can be no assurance that we will continue to attract and retain skilled and experience employees, or to acquire additional rights to mine properties.

Our Anti-Takeover Provisions Could Limit Amounts Offered in a Takeover

Article Ninth of our certificate of incorporation and our rights agreement may make it more difficult for various corporations, entities or persons to acquire control of us or to remove management. Article Ninth of our

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certificate of incorporation requires us to obtain the approval of holders of 80% of all classes of our capital stock who are entitled to vote in the election of directors, voting together as one class, to enter into certain types of transactions generally associated with takeovers, unless our Board of Directors approves the transaction before the other corporation, entity or person acquires 10% or more of our outstanding shares. In addition, the Board has declared a dividend of one preferred share purchase right for each outstanding share of our common stock under a rights agreement, dated as of February 13, 2002, between Newmont Mining and Mellon Investor Services LLC, as the rights agent. The rights agreement, in effect, imposes a significant penalty upon any person or group that acquires 15% or more of our outstanding common stock without the approval of the Board. While the anti-takeover provisions protect stockholders from coercive or otherwise unfair takeover tactics, they may also limit the premium over market price available to holders of common stock in a takeover situation.

## USE OF PROCEEDS

Unless we state otherwise in a prospectus supplement, the net proceeds from the sale of any securities will be used for general corporate purposes including the repayment of debt, acquisitions, additions to working capital and capital expenditures.

## RATIOS OF EARNINGS TO FIXED CHARGES AND PREFERRED STOCK DIVIDENDS

The following table contains our ratios of earnings to fixed charges for the periods indicated. Earnings in 2001, 1999 and 1998 were inadequate to cover fixed charges with a deficiency of \$43.8 million for 2001, \$75.1 million for 1999 and \$689.7 million for 1998.

Six months ended June 30, 2003 -----	Year ended December 31,				
	2002 ----	2001 ----	2000 ----	1999 ----	1998 ----
9.2	2.86	---	1.40	---	---

The following table contains our ratios of earnings to fixed charges and preferred stock dividends for the periods indicated. Earnings in 2001, 1999 and 1998 were inadequate to cover fixed charges and preferred stock dividends with a deficiency of \$66.8 million for 2001, \$98.1 million for 1999 and \$712.7 million for 1998.

Six months ended June 30, 2003(1) -----	Year ended December 31,				
	2002(1) -----	2001 ----	2000 ----	1999 ----	1998 ----
9.2	2.78	---	1.20	---	---

(1) On May 15, 2002, we redeemed all issued and outstanding shares of our \$3.25 convertible preferred stock. This redemption eliminated \$7.5 million of annual preferred stock dividends prospectively. Because we have had no preferred stock outstanding since May 15, 2002, except for our special voting stock which has no right to receive dividends, our ratio of earnings to fixed charges and preferred stock dividends for the six months ended June 30, 2003 is the same as

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our ratio of earnings to fixed charges for the same period.

For the purposes of these tables, fixed charges are calculated by adding the following:

- o interest expensed and capitalized,
- o amortized premiums, discounts and capitalized expenses related to indebtedness,

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- o an estimate of the interest within rental expense and
- o preferred stock dividend requirements of consolidated subsidiaries, if any.

For purposes of these tables, earnings are calculated by adding:

- o pre-tax income from continuing operations before adjustment for minority interests in consolidated subsidiaries or income or loss from equity investees,
- o fixed charges,
- o amortization of capitalized interest,
- o distributed income of equity investees and
- o our share of pre-tax losses of equity investees for which charges arising from guarantees are included in fixed charges
- o and then subtracting:
  - o capitalized interest,
  - o preferred stock dividend requirements of consolidated subsidiaries, if any, and
  - o minority interests in pre-tax income of subsidiaries that have not incurred fixed charges.

The term "equity investees" means investments that we account for using the equity method of accounting. The term "preferred stock dividend" means the amount of pre-tax earnings that is required to pay the dividends on outstanding preferred stock.

DESCRIPTION OF OUR CAPITAL STOCK

The rights of our stockholders will be governed by Delaware law, our certificate of incorporation and our by-laws. The following is a summary of the material terms of our capital stock. For additional information regarding our capital stock, please refer to the applicable provisions of Delaware law, our certificate of incorporation and by-laws and the rights agreement, dated as of February 13, 2002, between us and Mellon Investor Services LLC, as rights agent, relating to rights to purchase shares of our series A junior participating preferred stock. Copies of our certificate of incorporation, our by-laws and our rights agreement are exhibits to the registration statement of which this prospectus is a part.

As of October 22, 2003, we had 755,000,000 shares of authorized capital stock. Those shares consisted of:

- o 5,000,000 shares of preferred stock, par value \$5.00 per share, of which one share of special voting stock was outstanding; and
- o 750,000,000 shares of common stock, par value \$1.60 per share, of which (1) 365,960,090 shares were outstanding, including shares evidenced by Australian CHESSE depository interests which represent

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beneficial ownership of shares of common stock of Newmont Mining on a ten-for-one basis and (2) 43,357,329 shares were issuable upon conversion of the exchangeable shares of Newmont Mining Corporation of Canada Limited (formerly known as Franco-Nevada Mining Corporation Limited), which were issued in connection with our acquisition of Franco-Nevada, have economic rights equivalent to those of our common stock and are exchangeable on a one-for-one basis with shares of our common stock.

The holder of the outstanding share of special voting stock exercises the voting and other rights attached to the share as trustee for and on behalf of the registered holders of outstanding share