NEWMONT USA LTD
Form 424B5
January 28, 2009

Table of Contents

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities, and are not soliciting an offer to buy these securities, in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION
PRELIMINARY PROSPECTUS, DATED JANUARY 27, 2009

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-146720
333-146720-01

Prospectus Supplement
January , 2009
(To Prospectus Dated October 15, 2007)

$350,000,000

Newmont Mining Corporation
% Convertible Senior Notes due 2012

We are offering $350,000,000 aggregate principal amount of our % Convertible Senior Notes due 2012 (the notes). The notes will bear interest at a rate of % per year, payable semi-annually in arrears on February 15 and August 15 of each year, beginning on August 15, 2009. The notes will mature on February 15, 2012, unless earlier repurchased or converted.

Holders may convert their notes at any time prior to January 1, 2012, only under the following circumstances: (1) during any fiscal quarter commencing after March 31, 2009, if the last reported sale price of our common stock is greater than or equal to 130% of the conversion price for at least 20 trading days during the period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter; (2) during the five business day period after any 10 consecutive trading-day period in which the trading price per $1,000 principal amount of notes was less than 98% of the product of the last reported sale price of our common stock and the conversion rate; or (3) upon the occurrence of specified corporate transactions. On or after January 1, 2012, holders may convert their notes at any time prior to the close of business on the third scheduled trading day immediately preceding the maturity date. Holders will not receive any cash payment or additional shares representing accrued and unpaid interest upon conversion of a note, except in limited circumstances. Instead, interest will be deemed paid by the cash and our common stock, if any, delivered to holders upon conversion. Upon conversion, we will pay cash and deliver shares of our common stock (or, at our election, in lieu of such shares of our common stock, cash or any combination of cash and shares of our common stock), if any, based on a daily conversion value calculated on a proportionate basis for each trading day of a 25 trading-day observation period.

The initial conversion rate will be shares of our common stock per $1,000 principal amount of notes, equivalent to a conversion price of approximately $ per share of common stock. The conversion rate will be subject to adjustment in some events but will not be adjusted for accrued interest. In addition, following certain corporate transactions that occur prior to the maturity date, we will increase the conversion rate for a holder who elects to convert its notes in connection with such a corporate transaction in certain circumstances.

We may not redeem the notes at our option prior to maturity. If we undergo a fundamental change, as described in this prospectus supplement, holders may require us to repurchase the notes in whole or in part for cash at a price equal to 100% of the principal amount of the notes to be purchased plus any accrued and unpaid interest to, but excluding, the repurchase date.

The notes will rank equally with all our existing and future unsecured senior debt and senior to all our future subordinated debt. The notes will be guaranteed on a senior unsecured basis by our subsidiary Newmont USA Limited. This guarantee will be the unsecured senior obligation of Newmont USA Limited. The guarantee will be released if Newmont USA Limited ceases to guarantee more than $75 million of other debt of Newmont.

The notes are new securities, and there is currently no established market for the notes. Accordingly, we cannot assure you as to the development or liquidity of any market for the notes. We do not intend to apply for a listing of the notes on any securities exchange.

Our common stock is listed on the New York Stock Exchange under the symbol NEM. The last reported sale price of our common stock on the New York Stock Exchange on January 26, 2009 was $43.37 per share.

Concurrently with this offering of notes, under a separate prospectus supplement, we are offering 19,000,000 shares of common stock in an underwritten public offering (or 21,850,000 shares if the underwriters exercise their over-allotment option with respect to that offering in full). Neither the completion of this offering nor of the common stock offering will be contingent on the completion of the other.

Investing in the notes or our common stock issuable upon conversion of the notes involves risks. See Risk Factors beginning on page S-8 of this prospectus supplement.

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

	Per Note	Total(1)
Public offering price	%	$
Underwriting discount	%	$
Proceeds to us (before expenses)	%	$

(1) We have granted the underwriters an option exercisable for a period of 13 days, commencing on and including the date of original issuance of the notes, to purchase up to an additional $52,500,000 principal amount of notes at the public offering price, less the underwriting discount, to cover over-allotments, if any.

We expect that delivery of the notes will be made to investors in book-entry form through The Depository Trust Company on or about February , 2009.

Citi **J.P.Morgan**

BMO Capital Markets

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	**Amount to be Registered**	**Proposed Maximum Offering Price Per Security**	**Proposed Maximum Aggregate Offering Price(1)**	**Amount of Registration Fee**
% Convertible Senior Notes due 2012	$ 402,500,000	100%	$ 402,500,000	$15,818.25
Guarantees of Convertible Senior Notes				(2)
Common Stock, par value $1.60 per share, issuable upon conversion of Convertible Senior Notes	(3)			(4)
Total				$15,818.25

(1) Equals the aggregate principal amount of notes being registered (including notes which may be purchased by the underwriters to cover over-allotments, if any). Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.

(2) Pursuant to Rule 457(n), no registration fee is required with respect to the guarantees.

(3) An indeterminate number of shares of common stock may be issued from time to time upon conversion of the___% Convertible Senior Notes due 2012.

(4) No additional consideration will be received for the common stock, and therefore no registration fee is required pursuant to Rule 457(i) under the Securities Act.

TABLE OF CONTENTS

Prospectus Supplement

Prospectus

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any

other person to provide you with information that is different. If anyone provides you with different or inconsistent information, you should not rely on it. We are offering to sell, and seeking offers to buy, these notes only in jurisdictions where such offers and sales are permitted. You should not assume that the information provided by this prospectus supplement and the accompanying prospectus or the documents incorporated by reference in this document is accurate as of any date other than their respective dates. Our business, financial condition, results of operations or prospects may have changed since those dates.

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part 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 notes offered by this prospectus supplement and accompanying prospectus. For information about the notes, see Description of Notes in this prospectus supplement. For information about our common stock, see Description of Common Stock in this prospectus supplement and Description of Capital Stock in the accompanying prospectus. When we refer to this document, we mean this prospectus supplement and the accompanying prospectus, unless the context otherwise requires.

Before you invest in the notes, you should read the registration statement of which this document forms a part and this document, including the documents incorporated by reference herein that are described under the heading Where You Can Find More Information.

If the information set forth in this prospectus supplement varies in any way from the information set forth in the accompanying prospectus, you should rely on the information contained in this prospectus supplement. If the information set forth in this prospectus supplement varies in any way from the information set forth in a document we have incorporated by reference, you should rely on the information in the more recent document.

Unless we have indicated otherwise, or the context otherwise requires, references in this document to Newmont, the Company, we, us, our Company or our refer to Newmont Mining Corporation and its consolidated subsidiaries, e where it is clear that such terms refer to Newmont Mining Corporation only.

References in this document to equity ounces or equity pounds mean that portion of gold or copper produced, sold or included in proven and probable reserves that is attributable to our ownership or economic interest.

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.

FORWARD-LOOKING STATEMENTS

Some statements contained in this document, including information incorporated by reference herein, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), and are intended to be covered by the safe harbor created by those sections. Words such as expect(s) , feel(s) , believe(s) , will may , anticipate(s) , estimate(s) , should , intend(s) and similar expressions are intended to identify forward-lookin statements. Such forward-looking statements may include forecasts of our financial results and condition, expectations for our operations and business, and our assumptions for those forecasts and expectations. The forward-looking statements contained in documents incorporated by reference are more specifically indicated in those documents. Do not unduly rely on forward-looking statements. Actual results might differ significantly from our forecasts and expectations due to several factors. For a discussion of some of these factors, see Risk Factors beginning on page S-8 of this prospectus supplement, Forward-Looking Statements on page 2 of the accompanying prospectus and Forward-Looking Statements and Risk Factors in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 and in our Annual Report on Form 10-K for the year ended December 31, 2007, each of which is incorporated by reference in this prospectus supplement.

SUMMARY

This summary contains basic information about us and this offering. Because it is a summary, it does not contain all of the information that you should consider before investing in the notes. You should read this entire prospectus supplement and the accompanying prospectus carefully, including the section entitled Risk Factors, our financial statements and the notes thereto incorporated by reference into this prospectus supplement, other documents incorporated by reference into this prospectus supplement and the accompanying prospectus, before making an investment decision. Except as otherwise noted, all information in this prospectus supplement and the accompanying prospectus assumes no exercise of the underwriters option to purchase additional notes.

Our Company

Newmont Mining Corporation is primarily a gold producer with significant assets or operations in the United States, Australia, Peru, Indonesia, Ghana, Canada, New Zealand and Mexico. As of December 31, 2008, we had proven and probable gold reserves of 85.0 million equity ounces. We are also engaged in the production of copper, principally through our Batu Hijau operation in Indonesia.

Products

Gold

We had consolidated sales of 6.2 million ounces of gold (5.3 million equity ounces) in 2007, 7.2 million ounces (5.9 million equity ounces) in 2006 and 8.2 million ounces (6.5 million equity ounces) in 2005. We had consolidated sales of 4.6 million ounces of gold (3.8 million equity ounces) in the nine months ended September 30, 2008, and 4.5 million ounces of gold (3.8 million equity ounces) in the nine months ended September 30, 2007. For 2007, 2006 and 2005, 78%, 86% and 84%, respectively, of our net revenues were attributable to gold sales. For the nine months ended September 30, 2008 and September 30, 2007, 85% and 73%, respectively, of our net revenues were attributable to gold sales. Of our 2007 gold sales, approximately 38% came from Nevada, 25% from Peru, 19% from Australia/New Zealand, 8% from Indonesia and 7% from Africa. Of our gold sales in the nine months ended September 30, 2008, approximately 35% came from Nevada, 30% from Peru, 20% from Australia/New Zealand, 8% from Africa and 4% from Indonesia.

Copper

We had consolidated sales of 428 million pounds of copper (204 million equity pounds) in 2007, 435 million pounds (230 million equity pounds) in 2006 and 573 million pounds (303 million equity pounds) in 2005. We had consolidated sales of 201 million pounds of copper (90 million equity pounds) in the nine months ended September 30, 2008, and 351 million pounds of copper (170 million equity pounds) in the nine months ended September 30, 2007. For 2007, 2006 and 2005, 22%, 14% and 16%, respectively, of our net revenues were attributable to copper sales. For the nine months ended September 30, 2008 and September 30, 2007, 15% and 27%, respectively, of our net revenues were attributable to copper sales.

Recent Developments

Pending Acquisition of Remaining Interest in Boddington

On January 27, 2009, we announced the signing of a definitive purchase agreement to acquire from AngloGold Ashanti Australia Limited (AngloGold), a wholly owned subsidiary of AngloGold Ashanti Ltd., its 33.33% interest in the Boddington project in Western Australia (the Acquisition). Upon completion of the Acquisition, Newmont will own 100% of the Boddington project.

Boddington is a large, open pit mine in Western Australia, located 130 kilometers southeast of Perth. At the end of 2008, the development of the Boddington project was approximately 89% complete, with start-up expected by mid-2009. We continue to expect total capital costs to be between $2.6 and $2.9 billion on a 100% basis. Boddington is expected to be Australia s largest gold producer upon its completion, with expected

Table of Contents

average annual gold production of approximately one million ounces at costs applicable to sales of approximately $300 per ounce (on a by-product basis) for the first five years of operation, and an expected mine life in excess of 20 years. We believe Boddington has significant exploration potential, as demonstrated in 2008, with the reserves on a 100% basis increasing from 16.6 million ounces in 2007 to 20.1 million ounces in 2008.

We expect to close the Acquisition in March 2009, subject to satisfaction or waiver of certain conditions, including the receipt of regulatory approvals and consents of third parties, including the receipt of approvals from the Australian Foreign Investment Review Board, Western Australia Ministry of Mines and South African Reserve Bank. The valuation date for the transaction is January 1, 2009, and closing adjustments will be made to reflect Newmont s economic ownership position from that date, which will require Newmont to reimburse AngloGold for all contributions made to the Boddington joint venture after that date. As a result of the increased ownership interest in Boddington, Newmont expects to incur additional capital expendistures of $200 to $240 million in 2009.

The total consideration for the Acquisition will consist of (i) $750 million payable in cash at closing, (ii) $240 million (the Deferred Payment) payable in cash, in shares of our common stock, or in a combination of cash and shares of our common stock, at our option, and (iii) a royalty, payable quarterly in arrears, equal to 50% of the average realized operating margin (if any) exceeding US$600 per ounce, payable on one-third of the gold production from the Boddington project, subject to a maximum aggregate royalty of $100 million. If we elect to pay any part of the Deferred Payment using our common stock, the shares must be delivered to AngloGold on or before December 10, 2009 and the number of shares to be issued will be determined by dividing the dollar amount of that part of the Deferred Payment by the volume weighted average price that the shares of our common stock trade on the New York Stock Exchange (the NYSE) over the five-trading day period immediately prior to such date. We have granted registration rights to AngloGold with respect to such shares, if issued. If any part of the Deferred Payment is to be made in cash, such cash must be paid on or before December 31, 2009. See Risk Factors Risks Related to the Pending Acquisition of Remaining Interest in Boddington.

We expect to finance the Acquisition and additional capital expenditures that result from our increased ownership in the Boddington project using the net proceeds of this offering and the net proceeds of the Convertible Notes Offering (as described below). To the extent that the proceeds of this offering and the Convertible Notes Offering are not sufficient to finance the Acquisition and such capital expenditures, we expect to use borrowings under our corporate revolving credit facility and, if necessary, under our Bridge Facility (as described in Pending Acquisition of Remaining Interest in Boddington The Bridge Facility). See Use of Proceeds.

Operating Results for 2008

On January 27, 2009, we announced our operating results for 2008, with equity gold sales of approximately 5.2 million ounces at costs applicable to sales of $440 per ounce and equity copper sales of 130 million pounds at costs applicable to sales of $1.38 per pound. Consolidated capital expenditures for 2008 were approximately $1.9 billion. We reported year-end 2008 proven and probable equity gold reserves of 85.0 million equity ounces, compared with 86.5 million equity ounces at the end of 2007. Year-end 2008 reserves would have been 91.6 million equity ounces, an increase of approximately 6% over year-end 2007, if the pending Acquisition of the remaining 33.33% interest in the Boddington project had occurred at the end of 2008.

In 2008, we added 6.3 million equity ounces of gold reserves due to margin changes and additional drilling, offset by revisions of 1.1 million equity ounces. The assumed gold price for our reserve calculations increased to $725 per ounce in 2008, from $575 per ounce in 2007. For 2008, the majority of the reserve additions from exploration of roughly 4.4 million equity ounces came from the Boddington project, and Nevada and Mexico. Gold reserves were revised downward at Phoenix in Nevada by 0.8 million ounces due to geological, modeling and metallurgical issues identified through the reconciliation process. Newmont s reserve sensitivities to a $50 change in gold price between

$725 and $775 per ounce, assuming costs remain constant,

Table of Contents

is approximately 3.0 to 4.0 million equity ounces. Newmont s ability to project reserve sensitivities at significantly higher gold prices is constrained by limited drill data.

Other Comprehensive Income (Loss)

During the fourth quarter of 2008, we expect the impacts of stock and bond market declines, interest rate reductions and the appreciation of the U.S. dollars to reduce Accumulated Consolidated Other Comprehensive Income (Loss), which is a component of Stockholders Equity, by approximately $950 million, net of tax, due to unrealized losses on marketable securities (approximately $500 million), foreign currency translation adjustments related to non-U.S. dollar functional currency subsidiaries (approximately $250 million), increases to unfunded pension liabilities (approximately $150 million) and unrealized mark-to-market losses on cash flow hedge instruments (approximately $50 million).

Concurrent Offering of Common Stock

Concurrently with this offering of notes, under a separate prospectus supplement, we are offering 19,000,000 shares (21,850,000 shares if the underwriters exercise their over-allotment option with respect to that offering in full) of our common stock in an underwritten public offering (the Common Stock Offering). Neither the completion of the Common Stock Offering nor the completion of this offering will be contingent on the completion of the other.

Assuming no exercise of the underwriters over-allotment option with respect to the Common Stock Offering, we estimate that the net proceeds of the Common Stock Offering, after expenses, will be approximately $ million.

Bridge Facility

We have received a commitment for a $1.0 billion 364-day bridge facility (the Bridge Facility) to support the Acquisition and for additional capital expenditures resulting from our increased ownership in the Boddington project and for other general corporate purposes. The Bridge Facility commitment is subject to customary closing conditions. See Pending Acquisition of Remaining Interest in Boddington The Bridge Facility for additional information.

Additional Information

Our principal executive offices are located at 6363 South Fiddlers Green Circle, Greenwood Village, Colorado 80111. Our telephone number is (303) 863-7414.

We maintain a website at *http://www.newmont.com*. Information presented on or accessed through our website is not incorporated into, or made part of, this prospectus supplement.

Table of Contents

The Offering

The following summary contains basic information about the notes and is not intended to be complete. It does not contain all of the information that may be important to you. For a more complete understanding of the notes, you should read the section of this prospectus supplement entitled Description of Notes. For purposes of this summary and the Description of Notes, references to the Company, Newmont, issuer, we, our and us refer only to Newmont Mining Corporation and not to its subsidiaries.

Issuer	Newmont Mining Corporation, a Delaware corporation.
Notes	$350,000,000 principal amount (or $402,500,000 if the underwriters exercise their over-allotment option in full) of % Convertible Senior Notes due 2012.
Maturity	February 15, 2012, unless earlier repurchased or converted.
Interest	% per year. Interest will accrue from February , 2009, and will be payable semi-annually in arrears on February 15 and August 15 of each year, commencing on August 15, 2009.
Conversion Rights	Prior to January 1, 2012, holders may convert their notes into cash and shares of our common stock (or, at our election, in lieu of such shares of our common stock, cash or any combination of cash and shares of our common stock), if any, at the applicable conversion rate under the following circumstances: during any fiscal quarter commencing after March 31, 2009 if the last reported sale price of our common stock is greater than or equal to 130% of the applicable conversion price for at least 20 trading days during the period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter; during the five business day period after any 10 consecutive trading-day period in which the trading price per $1,000 principal amount of notes was less than 98% of the product of the last reported sale price of our common stock and the applicable conversion rate; or upon the occurrence of specified corporate transactions described under Description of Notes Conversion Rights. On or after January 1, 2012, holders may convert their notes at any time prior to the close of business on the third scheduled trading day immediately preceding the maturity date, regardless of the foregoing circumstances. The initial conversion rate for the notes is shares of our common stock per $1,000 principal amount of notes, equivalent to a conversion price of approximately $ per share, subject to adjustment.

Upon conversion, we will pay cash and deliver shares of our common stock (or, at our election, in lieu of such shares of our common stock, cash or any combination of cash and shares of our common stock), if any, based on a daily conversion value calculated on a proportionate basis for each trading day of the 25 trading-day observation period. See Description of Notes Conversion Rights Payment upon conversion. If holders elect to convert notes in connection with certain corporate transactions that

Table of Contents

	occur on or prior to maturity of the notes, we will increase the conversion rate by a number of additional shares of our common stock upon conversion. Holders will not receive any cash payment or additional shares representing accrued and unpaid interest upon conversion of a note, except in limited circumstances. Instead, interest will be deemed paid by the cash and our common stock, if any, delivered to holders upon conversion.
Covenants	Neither we nor any of our subsidiaries are subject to any financial covenants under the indenture governing the notes. In addition, neither we nor any of our subsidiaries are restricted under the indenture from incurring debt, paying dividends or issuing or repurchasing our securities.
Fundamental Change	If we undergo a fundamental change (as defined under Description of Notes Fundamental Change Permits Holders to Require Us to Purchase Notes), holders may require us to repurchase all or a portion of their notes at a price equal to 100% of the principal amount of the notes to be purchased plus any accrued and unpaid interest up to, but excluding, the repurchase date. We will pay cash for all notes so repurchased.
Events of Default	If there is an event of default under the notes, the principal amount of the notes, plus accrued and unpaid interest, may be declared immediately due and payable. These amounts automatically become due and payable if an event of default relating to certain events of bankruptcy, insolvency or reorganization occurs.
Ranking	The notes will be our general unsecured obligations that will rank senior in right of payment to any of our future indebtedness that is expressly subordinated in right of payment to the notes and equally in right of payment with all of our existing and future unsecured indebtedness and liabilities that are not so subordinated. The notes will effectively rank junior to any secured indebtedness of Newmont to the extent of the value of the assets securing such indebtedness, and will be effectively subordinated to all debt and other liabilities of our non-guarantor subsidiaries. As of September 30, 2008, our total consolidated indebtedness was approximately $3.5 billion. After giving pro forma effect to the sale of the notes (assuming no exercise of the underwriters over-allotment option) and the use of proceeds therefrom, our as adjusted total consolidated indebtedness would have been approximately $ billion. Approximately $569 million of that amount was indebtedness to third parties of our non-guarantor subsidiaries, which is structurally senior to the notes because it consists of obligations at the subsidiary level.
Subsidiary Guarantee	The notes will initially be guaranteed on a senior unsecured basis by our subsidiary Newmont USA Limited. The guarantee will be released if Newmont USA Limited ceases to guarantee more than $75 million of

other debt of Newmont. See Description of Notes Subsidiary Guarantee of Newmont USA Limited.

Table of Contents

The guarantee will be a general unsecured senior obligation of Newmont USA Limited and will rank equal in right of payment to all of Newmont USA Limited s existing and future senior unsecured indebtedness and senior in right of payment to all of Newmont USA Limited s future subordinated indebtedness. The guarantee will effectively rank junior to any secured indebtedness of Newmont USA Limited to the extent of the value of the assets securing such indebtedness.

Financial information for Newmont USA Limited can be found in the Newmont SEC filings (File No. 001-31240) as listed under Where You Can Find More Information.

As of September 30, 2008, Newmont USA Limited had approximately $3.5 billion of consolidated indebtedness (including guaranteed debt), which consisted of approximately $2,502 million of guarantees of indebtedness of Newmont, and approximately $426 million of its own debt, approximately $212 million of which is secured. The remaining debt of approximately $569 million is non-recourse debt of subsidiary companies.

Use of Proceeds

We intend to use the net proceeds from this offering and the Common Stock Offering (including any proceeds resulting from any exercise by the underwriters of their over-allotment option for either offering) to fund the acquisition from AngloGold s of the 33.33% interest in the Boddington project, to finance in Western Australia that we do not already own, and the additional capital expenditures that will result from our increased ownership in the Boddington project, as well as for general corporate purposes, as described in more detail below under the heading Use of Proceeds. If the Acquisition is not completed, we intend to use the net proceeds from this offering and the Common Stock Offering for general corporate purposes.

Book-Entry Form

The notes will be issued in book-entry form and will be represented by permanent global certificates deposited with, or on behalf of, DTC and registered in the name of a nominee of DTC. Beneficial interests in any of the notes will be shown on, and transfers will be effected only through, records maintained by DTC or its nominee, and any such interest may not be exchanged for certificated securities, except in limited circumstances.

Absence of a Public Market for the Notes

The notes are new securities, and there is currently no established market for the notes. Accordingly, we cannot assure you as to the development or liquidity of any market for the notes. The underwriters have advised us that they currently intend to make a market in the notes. However, they are not obligated to do so, and they may discontinue any market making with respect to the notes without notice.

We do not intend to apply for a listing of the notes on any securities exchange. Our common stock is listed on the New York Stock Exchange under the symbol NEM.

Table of Contents

United States Federal Income Tax Consequences	For the United States federal income tax consequences of the holding, disposition and conversion of the notes, and the holding and disposition of shares of our capital stock, see Certain United States Federal Income Tax Considerations.
New York Stock Exchange Symbol for Our Common Stock	Our common stock is quoted on the New York Stock Exchange under the symbol NEM.
Trustee, Paying Agent and Conversion Agent	The Bank of New York Mellon Trust Company, N.A.
Risk Factors	Investing in the notes or our common stock issuable upon conversion of the notes involves risks. You should carefully consider the information under the section titled Risk Factors and all other information included in this prospectus supplement and the documents incorporated by reference before investing in the notes.

Table of Contents

RISK FACTORS

You should carefully consider the risks described in our Annual Report on Form 10-K for the year ended December 31, 2007, as updated and supplemented by our Quarterly Report for the period ended September 30, 2008 and by the discussion below, before making an investment decision. Such risks and uncertainties are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of the described risks actually occurs, our business, financial condition or results of operations could be materially adversely affected.

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference also contain forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors, including the risks described below and elsewhere in this prospectus supplement. See Forward-Looking Statements.

Risks Related to Our Business

Our operations outside North America and Australia/New Zealand are subject to risks of doing business abroad.

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

- cancellation or renegotiation of contracts;
- disadvantages of competing against companies from countries that are not subject to U.S. laws and regulations, including the Foreign Corrupt Practices Act;
- changes in foreign laws or regulations;
- royalty and tax increases or claims by governmental entities, including retroactive claims;
- expropriation or nationalization of property;
- currency fluctuations (particularly in countries with high inflation);
- foreign exchange controls;
- restrictions on the ability of local operating companies to sell gold offshore for U.S. dollars, or on the ability of such companies to hold U.S. dollars or other foreign currencies in offshore bank accounts;
- import and export regulations, including restrictions on the export of gold;
- restrictions on the ability to pay dividends offshore;
- risk of loss due to civil strife, acts of war, guerrilla activities, insurrection and terrorism;
- risk of loss due to disease and other potential endemic health issues; and

other risks arising out of foreign sovereignty over the areas in which our operations are conducted, including risks inherent in contracts with government owned entities.

Consequently, our exploration, development and production activities outside of North America and Australia/New Zealand may be substantially affected by factors beyond our control, some of which could materially adversely affect our financial position or results of operations. Furthermore, if a dispute arises from such activities, we may be subject to the exclusive jurisdiction of courts outside North America or Australia/New Zealand, which could adversely affect the outcome of a dispute.

Our operations in Indonesia are subject to political and economic risks.

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

Table of Contents

the secession of East Timor, one of its former provinces. These factors 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, denial of permits or permit renewals or expropriation of assets. Subsequent to the commencement of operations, the government purported to designate the land surrounding Batu Hijau as a protected forest, which could make operating permits more difficult to obtain. P.T. Newmont Nusa Tenggara, the subsidiary that owns Batu Hijau (PTNNT), in which we own an 80% interest through a partnership with an affiliate of Sumitomo Corporation, has been in discussions to renew or extend its forest use permit (called a pinjam pakai) for over three years. In 2005, relevant Indonesian governmental authorities reviewed the contractual requirements for extension of the pinjam pakai and determined that PTNNT met those requirements. This permit is a key requirement to continue to efficiently operate the Batu Hijau mine. However, the permit extension has not been received as of the date of this prospectus supplement. The resulting delay has adversely impacted the original Batu Hijau mine plan, and may adversely impact future operating and financial results, including deferment or cancellation of future mine development and operations under the Batu Hijau mine plan, in order to take into account the delay in extension of the pinjam pakai.

Recent violence 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 violence. If any of our operations were so targeted it could have a material adverse effect on our business.

Our interest in the Batu Hijau operation in Indonesia may be reduced under the Contract of Work.

Under the Contract of Work, beginning in 2005 and continuing through 2010, a portion of the shares of PTNNT, which owns Batu Hijau, must be offered for sale, first, to the Indonesian government or, second, to Indonesian nationals, equal to the difference between the following percentages and the percentage of shares already owned by the Indonesian government or Indonesian nationals (if such number is positive): 23% by March 31 2006; 30% by March 31, 2007; 37% by March 31, 2008, 44% by March 31, 2009; and 51% by March 31, 2010. The price at which such interest must be offered for sale to the Indonesian parties is the highest of the then-current replacement cost, the price at which shares would be accepted for listing on the Jakarta Stock Exchange, or the fair market value of such interest as a going concern, as agreed with the Indonesian government. Pursuant to this provision, it is possible that the ownership interest of the Newmont/Sumitomo partnership in PTNNT could be reduced to 49%.

P.T. Pukuafa Indah (PTPI), an unrelated Indonesian company, has owned and continues to own a 20% interest in PTNNT, and therefore the Newmont/Sumitomo partnership was required to offer a 3% interest for sale in 2006 and an additional 7% interest in each of 2007 and 2008. A further 7% interest will be offered for sale in March 2009. In accordance with the Contract of Work, an offer to sell a 3% interest was made to the government of Indonesia in 2006 and an offer for an additional 7% interest was made in each of 2007 and 2008. While the central government declined to participate in the offer, local governments in the area in which the Batu Hijau mine is located have expressed interest in acquiring shares, as have various Indonesian nationals. In January 2008, the Newmont/Sumitomo partnership agreed to sell, under a carried interest arrangement, 2% of PTNNT s shares to Kabupaten Sumbawa, one of the local governments, subject to satisfaction of closing conditions. On February 11, 2008, PTNNT received a notification from the Department of Energy and Mineral Resources (the DEMR) alleging that PTNNT was in breach of its divestiture requirements under the Contract of Work and threatening to issue a notice to terminate the Contract of Work if PTNNT did not agree to divest the 2006 and 2007 shares, in accordance with the direction of the DEMR, by February 22, 2008. A second Notice of Default was received relating to the alleged failure to divest the 2008 shares as well. Newmont and Sumitomo believe there is no basis under the Contract of Work for these notifications and no grounds for terminating the Contract of Work. In March 2008, both the DEMR and PTNNT filed for international arbitration as provided under the Contract for Work and an arbitration hearing was held in Jakarta in December of 2008. We anticipate a ruling will be issued in 2009. In 2009, presidential and parliamentary elections will take place in Indonesia, which could affect the outcome of the ruling. If the

Table of Contents

Contract of Work were to be terminated pursuant to the pending ruling, PTNNT s rights to conduct mining may be terminated.

Our operations in Peru may be subject to political risks.

During the last several years, the Yanacocha mine complex, in 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. In 2004, local opposition to the Cerro Quilish project became so pronounced that Yanacocha decided to relinquish its drilling permit for Cerro Quilish and the deposit was reclassified from proven and probable reserves to non-reserve mineralization. In 2006 a road blockade was carried out by members of the Combayo community. This blockade resulted in a brief cessation of mining activities. We cannot predict whether similar or more significant incidents will occur in the future, and the recurrence of significant community opposition or protests could adversely affect Yanacocha s assets and operations. In 2007, 2008 and thus far in 2009, no material roadblocks or protests occurred involving Yanacocha.

Presidential, congressional and regional elections took place in Peru in 2006, with the new national government taking office in July 2006 for an expected five-year term of office. In December 2006, Yanacocha, along with other mining companies in Peru, entered into an agreement with the central government to contribute 3.75% of net profits to fund social development projects. Although the current government has generally taken positions promoting private investment, we cannot predict future government positions on foreign investment, mining concessions, land tenure, environmental regulation or taxation. A change in government positions on these issues could adversely affect Yanacocha s assets and operations.

Our success may depend on our social and environmental performance.

Our ability to operate successfully in communities around the world will likely depend on our ability to develop, operate and close mines in a manner that is consistent with the health and safety of our employees, the protection of the environment, and the creation of long-term economic and social opportunities in the communities in which we operate. We have implemented a management system designed to promote continuous improvement in health and safety, environmental performance and community relations. However, our ability to operate could be adversely impacted by accidents or events detrimental (or perceived to be detrimental) to the health and safety of our employees, the environment or the communities in which we operate.

Increased costs could affect profitability.

Costs at any particular mining location frequently are subject to variation due to a number of factors, such as changing ore grade, changing metallurgy and revisions to mine plans in response to the physical shape and location of the ore body. In addition, costs are affected by the price of commodities, such as fuel, electricity and labor. Commodity costs are at times subject to volatile price movements, including increases that could make production at certain operations less profitable. Reported costs may also be affected by changes in accounting standards. A material increase in costs at any significant location could have a significant effect on our profitability and cash flow. In 2007 and 2008, we incurred significant increases in the costs of labor, fuel, power and other bulk consumables, which increased reported costs applicable to sales, in addition to increasing the costs of capital projects.

Remediation costs for environmental liabilities may exceed the provisions we have made.

We have conducted extensive remediation work at two inactive sites in the United States. At a third site in the United States, an inactive uranium mine and mill formerly operated by a subsidiary of Newmont, remediation work at the mill is ongoing, but remediation at the mine is subject to dispute. In late 2008, the EPA issued an order regarding water management at the mine. Newmont and its subsidiary are complying with the order. Remedial work at the mine has not yet commenced. The environmental standards that may ultimately be imposed at this site remain uncertain and there is a risk that the costs of remediation may exceed

Table of Contents

the provision that has been made for such remediation by a material amount. For a more detailed discussion of potential environmental liabilities, you should review the discussion in Environmental Matters, Note 26 to the Condensed Consolidated Financial Statements in our Form 10-Q filed for the quarterly period ended September 30, 2008.

Whenever a previously unrecognized remediation liability becomes known, or a previously estimated reclamation cost is increased, the amount of that liability and additional cost will be recorded at that time and could materially reduce net income in that period.

Currency fluctuations may affect costs that we incur at our operations.

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 increases the costs of gold production in U.S. dollar terms at mines located outside the United States.

The foreign currency that primarily impacts our results of operations is the Australian dollar. We estimate that every $0.10 increase in U.S. dollar / Australian dollar exchange rate increases the U.S. dollar costs applicable to sales by approximately $35 to $40 for each ounce of gold produced from operations in Australia before the impact of currency hedging. During 2007, the first three quarters of 2008 and the fourth quarter of 2008, the exchange rate averaged approximately $0.84, $0.90 and $0.67 U.S. dollars per Australian dollar, respectively. In 2007, we implemented derivative programs to hedge up to 75% of our future forecasted Australian dollar denominated operating expenditures and up to 95% of our Australian dollar denominated capital expenditures related to the construction of Boddington, to reduce the variability in our Australian dollar denominated expenditures. As of December 31, 2008, assuming the acquisition of an additional 33.33% interest in Boddington, we have hedged approximately 62% of 2009 operating costs at an average rate of $0.79, 33% of 2010 operating costs at an average rate of $0.78 and 10% of 2011 operating costs at an average rate of $0.74. We also have Australian dollar derivatives for approximately 55% of our currently forecasted 2009 Australian denominated Boddington capital expenditures at a rate of approximately $0.80. Our Australian dollar derivative programs will limit the benefit to the Company of future decreases if any, in the U.S. dollar/Australian dollar exchange rates. For additional information, see Item 7. Management s Discussion and Analysis of Consolidated Financial Condition and Results of Operations, Results of Consolidated Operations, Foreign Currency Exchange Rates, in our Form 10-K for the year ended December 31, 2007 and Item 2. Management s Discussion and Analysis of Results of Operations and Financial Condition, Results of Consolidated Operations, Foreign Currency Exchange Rates in our Form 10-Q filed for the quarterly period ended September 30, 2008. For a more detailed description of how currency exchange rates may affect costs, see the discussion in Foreign Currency in Item 7A. Quantitative and Qualitative Discussions About Market Risk in our Form 10-K for the year ended December 31, 2007 and Item 3. Quantitative and Qualitative Disclosures About Market Risk in our Form 10-Q filed for the quarterly period ended September 30, 2008.

Costs estimates and timing of new mines or other projects are uncertain.

The capital expenditures and time required to develop new mines or other projects are considerable and changes in costs or construction schedules can affect project economics. There are a number of factors that can affect costs and construction schedules, including, among others:

- availability of labor, power, transportation, commodities and infrastructure;
- increases in input commodity prices and labor costs;

fluctuations in currency exchange rates;

availability and terms of financing;

difficulty of estimating construction costs over a period of years;

delays in obtaining environmental or other government pe