

NEWMONT MINING CORP /DE/  
Form 8-K/A  
October 14, 2010

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

**FORM 8-K/A  
(Amendment No. 1)**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 23, 2010**

**Newmont Mining Corporation**  
(Exact name of registrant as specified in its charter)

|   |                          |                                   |
|---|--------------------------|-----------------------------------|
| <b>Delaware</b>                                   | <b>001-31240</b>         | <b>84-1611629</b>                 |
| (State or other Jurisdiction of<br>Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

|   |              |
|---|--------------|
| <b>6363 South Fiddlers Green Circle, Greenwood Village,</b>               |              |
| <b>CO</b>   | <b>80111</b> |
| (Address of Principal Executive Offices)                                  | (Zip Code)   |
| Registrant's telephone number, including area code: <b>(303) 863-7414</b> |              |

**Not Applicable**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## EXPLANATORY NOTE

On April 28, 2010, Newmont Mining Corporation filed a Current Report on Form 8-K (the "Original Form 8-K") to report the voting results at its 2010 Annual Meeting of Stockholders. This Form 8-K/A Amendment No. 1 ("Amendment No. 1") is being filed solely to correct errors in table reporting voting results for Proposal #1. This Amendment No. 1 to the Original Form 8-K supersedes the Original Form 8-K in its entirety.

## ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On April 23, 2010, Newmont Mining Corporation, a Delaware corporation (the "Company"), held its Annual Meeting of Stockholders (the "Annual Meeting"). The following matters were voted upon at the Annual Meeting: (1) the election of directors; (2) ratify the Audit Committee's appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for 2010; (3) to consider and act upon a stockholder proposal to approve special stockholder meetings, giving holders of 10% of the Company's outstanding common stock the power to call special stockholder meetings; and (4) to consider and act upon a stockholder proposal to approve majority voting for the election of directors in a non-contested election.

All matters voted on at the Annual Meeting were approved, except proposal No. 3 which was defeated. The voting results were as follows:

**Proposal #1 Election of Directors.**

| <b>Name</b>         | <b>Votes For</b> | <b>Votes Withheld</b> |
|---------------------|------------------|-----------------------|
| Glen A. Barton      | 291,853,260      | 59,652,274            |
| Vincent. A. Calarco | 291,952,043      | 59,553,491            |
| Joseph A. Carrabba  | 332,328,828      | 19,176,706            |
| Noreen Doyle        | 332,927,956      | 18,577,578            |
| Veronica M. Hagen   | 335,485,737      | 16,019,797            |
| Michael S. Hamson   | 291,934,487      | 59,571,047            |
| Richard T. O'Brien  | 332,420,344      | 19,085,190            |
| John B. Prescott    | 291,900,938      | 59,604,596            |
| Donald C. Roth      | 335,407,276      | 16,098,258            |
| James V. Taranik    | 278,483,387      | 73,022,147            |
| Simon R. Thompson   | 335,484,372      | 16,021,162            |

**Proposal #2 Ratification of Auditors.**

|               |             |
|---------------|-------------|
| Votes For     | 377,374,621 |
| Votes Against | 4,814,522   |
| Abstentions   | 884,834     |

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**Proposal #3 Stockholder Proposal Special Stockholders Meeting.**

|                  |             |
|------------------|-------------|
| Votes For        | 174,023,994 |
| Votes Against    | 174,746,053 |
| Abstentions      | 2,735,486   |
| Broker Non-Votes | 31,568,444  |

**Proposal #4 Stockholder Proposal Majority Vote.**

|                  |             |
|------------------|-------------|
| Votes For        | 184,088,283 |
| Votes Against    | 166,259,716 |
| Abstentions      | 1,157,534   |
| Broker Non-Votes | 31,568,444  |

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SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

By: /s/ Jeffrey K. Reeser

Name: Jeffrey K. Reeser

Title: Vice President and Secretary

Dated: October 14, 2010

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