

NEWMONT MINING CORP /DE/
Form DEFA14A
March 03, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to §240.14a-12

**Confidential, for Use of the Commission
Only (as permitted by Rule 14a-6(e)(2))**

Newmont Mining Corporation

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Vote by Internet

Go to

www.envisionreports.com/NEM

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

Important Notice Regarding the Availability of Proxy Materials for the

Newmont Mining Corporation Stockholder Meeting to be Held on Thursday, April 20, 2017

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to shareholders are available at:

Easy Online Access A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

Step 1: Go to **www.envisionreports.com/NEM** to view the materials.

Step 2: Click on **Cast Your Vote or Request Materials**.

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.
When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before April 10, 2017 to facilitate timely delivery.

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Dear Newmont Mining Stockholder:

The 2017 Annual Meeting of Stockholders (the Annual Meeting) of NEWMONT MINING CORPORATION (the Company) will be held at The St. Regis New York, Two East 55th Street, at Fifth Avenue, New York, New York, USA, on Thursday, April 20, 2017 at 11:00 a.m. (local time).

Proposals to be considered at the Annual Meeting:

- (1) to elect ten Directors to serve until the 2018 Annual Meeting of Stockholders of the Company;
- (2) to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2017;
- (3) to approve, on an advisory basis, the compensation of the Named Executive Officers;
- (4) to approve, on an advisory basis, the frequency of stockholder vote on executive compensation; and
- (5) stockholder proposal regarding human rights risk assessment.

The Board of Directors recommends a vote FOR Proposals 1, 2, and 3, for ONE YEAR frequency on Proposal 4 and AGAINST on Proposal 5.

The Board of Directors has fixed the close of business on February 21, 2017, as the record date (the Record Date) for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) thereof.

After you have reviewed the proxy materials, you can vote your proxy online at www.envisionreports.com/NEM by entering your Control Number/Voter ID located in the circle in the shaded bar on the reverse side of this Notice.

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online, or request a paper copy of the proxy materials to receive a proxy card to vote by telephone or by mail by following the instructions on the proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Stockholders of record as of the Record Date are encouraged and cordially invited to attend the Annual Meeting. Directions to the Annual Meeting location, where you may vote in person, can be found at <http://www.stregisnewyork.com/directions>

Here's how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below.

If you request an email copy of current materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

- g **Internet** Go to www.envisionreports.com/NEM. Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.

- g **Telephone** Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.

- g **Email** Send email to investorvote@computershare.com with Proxy Materials Newmont Mining Corporation in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse side, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 10, 2017.

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