

NEWMONT MINING CORP /DE/  
Form 8-K  
January 28, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): January 28, 2008  
NEWMONT MINING CORPORATION  
(Exact name of registrant as specified in its charter)  
**Delaware**  
(State or Other Jurisdiction of Incorporation)  
**001-31240**  
(Commission File Number)  
**84-1611629**  
(I.R.S. Employer Identification Number)  
**1700 Lincoln Street**  
**Denver, Colorado 80203**  
(Address and zip code of principal executive offices)  
**(303) 863-7414**  
(Registrant's telephone number, including area code)  
**N/A**  
(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))
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**Item 8.01 Other Events.**

Newmont Mining Corporation (the Company) is filing with this report a form of Indenture related to the proposed public offering of convertible senior notes due 2012. A copy of the form of Indenture is attached hereto as Exhibit 4.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description of Exhibit
4.1	Form of Indenture related to the Convertible Senior Notes due 2012, by and among Newmont Mining Corporation, Newmont USA Limited and The Bank of New York Mellon Trust Company, N.A., as trustee (including form of Convertible Senior Note due 2012).

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SIGNATURES

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

NEWMONT MINING CORPORATION

By: /s/ Sharon E. Thomas

Name:

Sharon E. Thomas

Title: Vice President and Secretary

Dated: January 28, 2008

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