

NEWMONT MINING CORP /DE/
Form 8-K
April 22, 2011

**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): April 19, 2011

Newmont Mining Corporation

(Exact name of registrant as specified in its charter)

Delaware

001-31240

84-1611629

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**6363 South Fiddlers Green Circle,
Greenwood Village, CO**

80111

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(303) 863-7414**

(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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On April 19, 2011, Newmont Mining Corporation, a Delaware corporation (the Company), held its 2011 Annual Meeting of Stockholders (the Annual Meeting). Of the 493,268,648 shares outstanding and entitled to vote, 375,811,349 shares were represented at the meeting, constituting a quorum of 76.19%. The following matters were voted upon at the Annual Meeting: (1) the election of directors; (2) the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for 2011; (3) the advisory vote on the compensation of the named executive officers; and (4) the advisory vote on the frequency of stockholders advisory votes on executive compensation.

All matters voted on at the Annual Meeting were approved. The voting results are as follows:

Proposal #1 Election of Directors

| Name | Votes For | Votes | | Broker Non-Votes |
|---------------------|-------------|------------|-------------|------------------|
| | | Against | Abstentions | |
| Glen A. Barton | 298,279,448 | 35,992,760 | 5,233,222 | 36,305,919 |
| Vincent. A. Calarco | 301,632,750 | 35,804,112 | 2,068,568 | 36,305,919 |
| Joseph A. Carrabba | 333,164,010 | 3,750,894 | 2,590,526 | 36,305,919 |
| Noreen Doyle | 335,682,145 | 650,380 | 3,172,905 | 36,305,919 |
| Veronica M. Hagen | 328,928,228 | 3,660,308 | 6,916,894 | 36,305,919 |
| Michael S. Hamson | 302,753,788 | 36,036,907 | 714,735 | 36,305,919 |
| Richard T. O'Brien | 333,722,208 | 3,752,730 | 2,030,492 | 36,305,919 |
| John B. Prescott | 302,793,154 | 35,999,524 | 712,752 | 36,305,919 |
| Donald C. Roth | 333,739,467 | 724,471 | 5,041,492 | 36,305,919 |
| Simon R. Thompson | 338,348,225 | 567,665 | 589,540 | 36,305,919 |

Proposal #2 Ratification of Auditors

| | |
|---------------|-------------|
| Votes For | 370,302,282 |
| Votes Against | 5,024,760 |
| Abstentions | 484,307 |

Proposal #3 Advisory Vote on the Compensation of the Named Executive Officers

| | |
|------------------|-------------|
| Votes For | 323,707,795 |
| Votes Against | 10,911,606 |
| Abstentions | 4,886,034 |
| Broker Non-Votes | 36,305,914 |

Proposal #4 Advisory Vote on the Frequency of Stockholders Votes on Executive Compensation

| | |
|------------------|-------------|
| 1 Year | 247,205,549 |
| 2 Years | 2,623,109 |
| 3 Years | 85,982,768 |
| Abstentions | 3,694,009 |
| Broker Non-Votes | 36,305,914 |

In accordance with the voting results concerning this proposal, the Company's board of directors determined that the Company will hold an annual advisory vote on executive compensation.

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: April 22, 2011