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NEWMONT USA LTD
Form S-3MEF
November 05, 2003

Registration No. 333-

As filed with the Securities and Exchange Commission on November 5, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NEWMONT MINING CORPORATION
(Exact name of Registrant as
specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

84-1611629
(I.R.S. Employer Identification No.)

1700 Lincoln Street
Denver, Colorado 80203
(303) 863-7414
(Address, including zip code, and
telephone number, including
area code, of Registrant's principal
executive offices)

NEWMONT USA LIMITED
(Exact name of Registrant as
specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-2526632
(I.R.S. Employer Identification No.)

1700 Lincoln Street
Denver, Colorado 80203
(303) 863-7414
(Address, including zip code, and
telephone number, including area
code, of Registrant's principal
executive offices)

Britt D. Banks, Esq.
Newmont Mining Corporation
1700 Lincoln Street
Denver, Colorado 80203
(303) 863-7414
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Maureen Brundage, Esq.
White & Case LLP
1155 Avenue of the Americas
New York, New York 10036
(212) 819-8200

Approximate date of commencement of proposed sale to the public: From

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time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-87100

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount to be registered (1) | Proposed maximum offering price per unit (1) | Proposed maximum aggregate offering price (1) |
|---|-----------------------------|--|---|
| Common Stock (and associated Preferred Stock Purchase Rights) (2) | \$102,400,000 | 100% | \$102,400,000 |

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.

(2) The registrant has previously registered securities with a maximum initial offering price of \$1,000,000,000 pursuant to registration statement on Form S-3 (Registration No. 333-87100), as amended, and certain predecessor registration statements (collectively the "Shelf Registration Statement"). As of the date of this registration statement, the aggregate initial offering price of securities which remain to be issued pursuant to the Shelf Registration Statement is \$1,000,000,000.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, to register an additional \$102,400,000 aggregate offering price of our common stock, par value \$1.60 per share. In accordance with Rule 462(b), this Registration Statement incorporates by reference the contents of the Newmont Mining Corporation and Newmont Mining USA Registration Statement on Form S-3 (Registration No. 333-87100) filed on April 26, 2002, as amended by Amendment No. 1 filed on June 19, 2002, Amendment No. 2

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filed on April 23, 2003 and Amendment No. 3 filed on October 27, 2003, and which was declared effective on October 31, 2003 by the Securities and Exchange Commission (the "Commission"), including the exhibits and power of attorney thereto and each of the documents filed by the Registrants with the Commission and incorporated or deemed to be incorporated by reference therein.

EXHIBITS

| Exhibit Number ----- | Description of Documents ----- |
|----------------------------|--|
| 5 | Opinion of White & Case LLP. |
| 23.1 | Consent of PricewaterhouseCoopers LLP re: Annual Report on Form 10-K/A for the year ended December 31, 2002. |
| 23.2 | Consent of PricewaterhouseCoopers LLP re: Amendment to Annual Report on Form 10-K/A for the year ended December 31, 2001 filed on March 20, 2003. |
| 23.3 | Consent of PricewaterhouseCoopers LLP re: Current Report on Form 8-K/A filed on April 15, 2003 |
| 23.4 | Consent of PricewaterhouseCoopers LLP re: Nusa Tenggara Partnership V.O.F. - Annual Report on Form 10-K/A for the year ended December 31, 2002. |
| 23.5 | Consent of PricewaterhouseCoopers LLP re: Nusa Tenggara Partnership V.O.F. - Amendment to Annual Report on Form 10-K/A for the year ended December 31, 2001 filed on March 20, 2003. |
| 23.6 | Consent of Deloitte Touche Tohmatsu. |
| 23.7 | Consent of White & Case LLP (included in Exhibit 5). |
| 23.8 | Consent of Behre Dolbear & Company, Inc. |
| 24.1 | Power of Attorney of certain officers and directors of Newmont Mining Corporation.* |
| 24.2 | Power of Attorney of certain officers and directors of Newmont USA Limited.* |
| 24.3 | Power of Attorney of the principal accounting officer of Newmont Mining Corporation.* |
| 24.4 | Power of Attorney of the principal accounting officer of Newmont USA Limited.* |
| 24.5 | Power of Attorney of a director of Newmont USA Limited.* |
| 24.6 | Power of Attorney of the principal financial officer of Newmont Mining Corporation. * |
| 24.7 | Power of Attorney of certain officers and directors of Newmont USA Limited.* |

* Previously filed with Registration Statement on Form S-3, Registration No. 333-87100

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on the 5th day of November, 2003.

NEWMONT MINING CORPORATION

By /s/ Bruce Hansen

Bruce Hansen
Senior Vice President and Chief
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature ----- | Title ----- | Date ---- |
|-------------------------|------------------------|------------------|
| ----- Glen A. Barton | Director | November 5, 2003 |
| * ----- | | |
| Vincent A. Calarco | Director | November 5, 2003 |
| * ----- | | |
| James T. Curry, Jr. | Director | November 5, 2003 |
| * ----- | | |
| Joseph P. Flannery | Director | November 5, 2003 |
| * ----- | | |
| Michael S. Hamson | Director | November 5, 2003 |
| ----- | | |
| Leo I. Higdon, Jr. | Director | November 5, 2003 |
| * ----- | | |
| Pierre Lassonde | President and Director | November 5, 2003 |
| * ----- | | |
| Robert J. Miller | Director | November 5, 2003 |
| * ----- | | |

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Wayne W. Murdy Chairman of the Board and Chief Executive Officer
(Principal Executive Officer) November 5, 2003

*

Robin A. Plumbridge Director November 5, 2003

*

John B. Prescott Director November 5, 2003

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*

Michael K. Reilly Director November 5, 2003

*

Seymour Schulich Director November 5, 2003

*

James V. Taranik Director November 5, 2003

/s/ Bruce D. Hansen

Bruce D. Hansen Senior Vice President and Chief Financial Officer
(Principal Financial Officer) November 5, 2003

*

David W. Peat Vice President and Global Controller
(Principal Accounting Officer) November 5, 2003

*By /s/ Bruce D. Hansen

Bruce D. Hansen
As Attorney-in-fact

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on the 5th day of November, 2003.

NEWMONT USA LIMITED

By /s/ Thomas P. Mahoney

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 Thomas P. Mahoney
 Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature ----- | Title ----- | Date ----- |
|------------------------------|--|------------------|
| * | | |
| ----- David H. Francisco | Chairman of the Board and Director | November 5, 2003 |
| * | | |
| ----- Britt D. Banks | Vice President, General Counsel, Secretary and Director | November 5, 2003 |
| /s/ Bruce D. Hansen ----- | | |
| Bruce D. Hansen | Director | November 5, 2003 |
| * | | |
| ----- Richard M. Perry | President and Director (Principal Executive Officer) | November 5, 2003 |
| * | | |
| ----- Thomas P. Mahoney | Vice President and Treasurer (Principal Financial Officer) | November 5, 2003 |
| * | | |
| ----- David W. Peat | Vice President and Global Controller (Principal Accounting Officer) | November 5, 2003 |

*By /s/ Bruce D. Hansen

 Bruce D. Hansen
 As Attorney-in-fact

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EXHIBIT INDEX

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