

NEWMONT MINING CORP /DE/
Form DEFA14A
March 29, 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

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

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:

- (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:

March 29, 2017

Dear Stockholders,

The following supplements our Proxy Statement for the Annual Meeting of Stockholders of Newmont Mining Corporation to be held at 11:00 a.m., local time, on Thursday, April 20, 2017, at The St. Regis New York, Two East 55th Street, at Fifth Avenue, New York, New York 10022.

In our March 3, 2017 Proxy Statement, we asked our stockholders to vote on five proposals, including the election of ten directors.

Joseph Carrabba, an incumbent director nominee, provided Newmont Mining Corporation with notice that he will be retiring from his service as a director of KeyCorp as of KeyCorp's 2017 Annual Meeting of Stockholders. As such, Mr. Carrabba will not serve on more than five public company boards of directors following KeyCorp's 2017 Annual Meeting.

Mr. Carrabba has served on Newmont Mining Corporation's Board of Directors since 2007, as well as on the boards of several other companies. Following his retirement from the KeyCorp board, Mr. Carrabba's outside board service will include Aecon, Timken Steel and NioCorp Developments Ltd. Mr. Carrabba also serves on the board of Lithium-X, which maintains a TSX:V listing. As set forth in our Proxy Statement, the Company's corporate governance guidelines related to director service on other boards provides an exemption for board service with less burdensome time commitments and with companies with less onerous listing requirements (such as certain secondary exchange listings, including TSX Ventures Exchange listed companies). The Corporate Governance and Nominating Committee has considered Mr. Carrabba's other commitments and determined that no conflict exists and that his service on other boards has not negatively impacted Mr. Carrabba's attendance, participation or effectiveness.

Please read the Proxy Statement that was previously made available to you and the supplement in their entirety, as together they contain information that is important to your decision in voting at the annual meeting. Except as described in this supplement, the information provided in the Proxy Statement continues to apply.

All stockholders are cordially invited to attend the Annual Meeting in person. It is important that your shares be represented at the Annual Meeting whether or not you are personally able to attend. If you are unable to attend, please promptly vote your shares by telephone or Internet or by signing, dating and returning the proxy card at your earliest convenience. Voting by the Internet or telephone is fast, convenient, and enables your vote to be immediately confirmed and tabulated, which helps Newmont reduce postage and proxy tabulation costs. **Your vote is important so that your shares will be represented and voted at the Annual Meeting even if you cannot attend.**

/s/ Stephen P. Gottesfeld
STEPHEN P. GOTTESFELD
Executive Vice President and General Counsel