
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**POST EFFECTIVE AMENDMENT NO. 2
TO
FORM S-8
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.)

**6363 South Fiddlers Green Circle
Greenwood Village, Colorado**
(Address of Principal Executive Offices)

80111
(Zip Code)

**Newmont Mining Corporation
2005 Stock Incentive Plan**
(Full title of the plan)

Stephen P. Gottesfeld
Executive Vice President and General Counsel
Newmont Mining Corporation
6363 South Fiddlers Green Circle
Greenwood Village, Colorado 80111
(Name and address of agent for service)

(303) 863-7414
(Telephone number, including area code, of agent for service)

Copy to:

**Laura M. Sizemore
David M. Johansen
White & Case LLP
1155 Avenue of the Americas
New York, New York 10036
Tel: (212) 819-8200
Fax: (212) 354-8113**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

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EXPLANATORY NOTE

Newmont Mining Corporation, a Delaware corporation (the “Registrant”), is filing this Post-Effective Amendment No. 2 to Form S-8 Registration Statement to deregister certain securities originally registered by the Registrant pursuant to its registration statement on Form S-8 (File No. 333-171298) filed with the Securities and Exchange Commission (the “Commission”) on December 21, 2010 (the “Prior Registration Statement”) with respect to shares of the Registrant’s common stock, \$1.60 par value per share (the “Common Stock”), thereby registered for offer or sale pursuant to the Newmont Mining Corporation 2005 Stock Incentive Plan (the “2005 Incentive Plan”).

The Registrant has since adopted a new equity incentive plan, the Newmont Mining Corporation 2013 Stock Incentive Compensation Plan (the “2013 Incentive Plan”), which replaced the 2005 Incentive Plan as of April 24, 2013, the date the Registrant’s shareholders approved the 2013 Incentive Plan. Beginning April 24, 2013, no future awards are made under the 2005 Incentive Plan. On April 25, 2013, the Registrant filed a Post-Effective Amendment No. 1 to the Prior Registration Statement to deregister 6,800,000 shares of Common Stock, which were originally registered under the Prior Registration Statement (the “Carryover Shares”). Contemporaneously with the filing of the Post-Effective Amendment No. 1 to the Prior Registration Statement, the Registrant filed a Registration Statement on Form S-8 (File No. 333-188128) to register the Carryover Shares, which became available for offer or sale pursuant to the 2013 Incentive Plan. The Registrant hereby deregisters an additional 1,042,793 shares of Common Stock, which were originally registered under the Prior Registration Statement (the “Additional Carryover Shares”) and which remain available for offer and sale under the Prior Registration Statement.

Contemporaneously with the filing of this Post-Effective Amendment No. 2, the Registrant is filing a Registration Statement on Form S-8 (the “Registration Statement”) to register additional shares of Common Stock now available for offer or sale pursuant to the 2013 Incentive Plan, including, but not limited to, the Additional Carryover Shares. Any shares of Common Stock previously registered under the Prior Registration Statement and not utilized as Carryover Shares or Additional Carryover Shares will remain registered under the Prior Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greenwood Village, State of Colorado, on the 16th day of November, 2016.

NEWMONT MINING CORPORATION

By: /s/ Stephen P. Gottesfeld
Name: Stephen P. Gottesfeld
Title: Executive Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title of Capacities</u>	<u>Date</u>
* <u>Gary J. Goldberg</u>	President, Chief Executive Officer and Director (Principal Executive Officer)	November 16, 2016
/s/ Nancy K. Buese <u>Nancy K. Buese</u>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	November 16, 2016
/s/ John W. Kitlen <u>John W. Kitlen</u>	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	November 16, 2016
* <u>Noreen Doyle</u>	Non-Executive Chair of the Board and Director	November 16, 2016
<u>Gregory H. Boyce</u>	Director	November 16, 2016
* <u>Bruce R. Brook</u>	Director	November 16, 2016
* <u>J. Kofi Bucknor</u>	Director	November 16, 2016
* <u>Vincent A. Calarco</u>	Director	November 16, 2016
* <u>Joseph A. Carrabba</u>	Director	November 16, 2016

* _____ Veronica M. Hagen	Director	November 16, 2016
* _____ Jane Nelson	Director	November 16, 2016
_____ Julio M. Quintana	Director	November 16, 2016
* By: <u> /s/ Stephen P. Gottesfeld </u> Name: Stephen P. Gottesfeld, as Attorney-in-Fact		November 16, 2016

EXHIBIT INDEX

Exhibit Number

Description of Document

24.1	Power of Attorney of certain officers and directors (incorporated by reference to Exhibit 24 of the Registrant's Post-Effective Amendment No. 1 to Form S-8 Registration Statement (File No. 333-171298), filed with the Commission on April 25, 2013).
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