

NEWMONT MINING CORP /DE/
Form 8-K
April 21, 2017

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 20, 2017

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 No.)

6363 South Fiddlers Green Circle, Greenwood Village, CO 80111

(Address of principal executive offices) (zip code)

(303) 863-7414

(Registrant's telephone number, including area code)

Not Applicable

(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))
Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On April 20, 2017, Newmont Mining Corporation, a Delaware Corporation (Newmont or the Company) held its 2017 Annual Meeting of Stockholders. The following matters were voted upon at the Annual Meeting: (1) the election of Directors; (2) the ratification of the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for 2017; (3) the advisory vote on the compensation of the Named Executive Officers; (4) the advisory vote on the frequency of stockholder vote on executive compensation; and (5) a stockholder proposal regarding human rights risk assessment.

All matters voted on at the Annual Meeting were approved, except Proposal # 5. The voting results were as follows:

Proposal #1 Election of Directors

| Name | Votes For | % of votes cast | Withheld Votes | % of votes cast | Abstentions | Broker Non-Votes |
|---------------------|-------------|-----------------|----------------|-----------------|-------------|------------------|
| Gregory H. Boyce | 380,957,419 | 99.73 | 1,015,486 | 0.27 | 4,076,774 | 39,452,968 |
| Bruce R. Brook | 381,974,116 | 99.54 | 1,763,124 | 0.46 | 2,312,439 | 39,452,968 |
| J. Kofi Bucknor | 382,502,267 | 99.52 | 1,834,454 | 0.48 | 1,712,958 | 39,452,968 |
| Vincent. A. Calarco | 374,758,373 | 99.38 | 2,332,378 | 0.62 | 8,958,928 | 39,452,968 |
| Joseph A. Carrabba | 368,999,564 | 98.54 | 5,449,001 | 1.46 | 11,601,114 | 39,452,968 |
| Noreen Doyle | 376,634,457 | 99.49 | 1,937,741 | 0.51 | 7,477,481 | 39,452,968 |
| Gary J. Goldberg | 381,729,570 | 99.52 | 1,823,350 | 0.48 | 2,496,759 | 39,452,968 |
| Veronica M. Hagen | 374,850,605 | 99.30 | 2,659,114 | 0.70 | 8,539,960 | 39,452,968 |
| Jane Nelson | 381,472,053 | 99.71 | 1,124,089 | 0.29 | 3,453,537 | 39,452,968 |
| Julio M. Quintana | 381,919,776 | 99.77 | 875,725 | 0.23 | 3,254,178 | 39,452,968 |

Proposal #2 Ratification of Independent Registered Public Accounting Firm

| | | % of votes cast at the Annual Meeting |
|---------------|-------------|---------------------------------------|
| Votes For | 422,333,628 | 99.26 |
| Votes Against | 2,493,301 | 0.59 |
| Abstentions | 675,718 | 0.15 |

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

| | | % of votes cast on the Proposal |
|------------------|-------------|--|
| Votes For | 258,915,147 | 67.07 |
| Votes Against | 126,303,100 | 32.72 |
| Abstentions | 829,432 | 0.21 |
| Broker Non-Votes | 39,454,968 | |

Proposal #4 Advisory Vote on the Frequency of Stockholder Vote on Executive Compensation

| | | % of votes cast on the Proposal |
|------------------|-------------|--|
| 1 Year | 318,803,738 | 82.58 |
| 2 Years | 662,209 | 0.17 |
| 3 Years | 66,157,573 | 17.14 |
| Abstentions | 426,159 | 0.11 |
| Broker Non-Votes | 39,452,968 | |

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.

Proposal #5 was not approved. The voting results were as follows:

Proposal #5 Stockholder Proposal Regarding a Human Rights Risk Assessment

| | | % of votes cast on the Proposal |
|------------------|-------------|--|
| Votes For | 107,934,747 | 27.96 |
| Votes Against | 263,048,523 | 68.14 |
| Abstentions | 15,064,409 | 3.90 |
| Broker Non-Votes | 39,454,968 | |

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/ Logan Hennessey
Name: Logan Hennessey
Title: Vice President, Associate General
Counsel and Corporate Secretary

Dated: April 21, 2017