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NEWMONT MINING CORP /DE/  
Form S-8 POS  
March 12, 2002

As filed with the Securities and Exchange Commission on March 12, 2002

Registration No. 333-19335

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3 ON FORM S-8 TO FORM S-4  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

1700 Lincoln Street  
Denver, Colorado 80203  
(303) 863-7414  
(Address of principal executive  
offices)

84-1611  
(I.R.S. Emp  
Identificat

Newmont Mining Corporation for the Santa Fe Pacific Gold Corporation Long Term  
Incentive Stock Plan and Directors' Stock Compensation Plan

(Full Title of the Plan)

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

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

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This constitutes Post-Effective Amendment No. 3 to Registration Statement No. 333-19335. This statement is made pursuant to Rule 414(d) of the Securities Act of 1933, as amended.

On February 15, 2002, Delta Acquisitionco Corp., at the time a direct wholly owned subsidiary of Delta Holdco Corp. ("Holdco") and an indirect wholly owned subsidiary of Newmont Mining Corporation ("Old Newmont"), was merged into Old Newmont (the "Reorganization"), with Old Newmont being the surviving corporation. As a result of the Reorganization, Old Newmont became a wholly owned subsidiary of Holdco. In connection with the Reorganization, Holdco changed its name to "Newmont Mining Corporation" and Old Newmont changed its name to "Newmont USA Limited". Pursuant to the Reorganization, shares of Old Newmont common stock were exchanged for shares of common stock of Holdco.

Pursuant to Rule 414(d) under the Securities Act of 1933, as amended (the "Securities Act"), Holdco hereby expressly adopts as its own, for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended, the Registration Statement on Form S-8 (No. 333-19335) previously filed by Old Newmont relating to the Newmont Mining Corporation for the Santa Fe Pacific Gold Corporation Long Term Incentive Stock Plan and Directors' Stock Compensation Plan. Accordingly, the shares of common stock to be issued under that Registration Statement shall be shares of common stock of Holdco.

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 this Post-Effective Amendment No. 3 on Form S-8 to Form S-3 and has duly caused this Post-Effective Amendment No. 3 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on the 12th day of March, 2002.

NEWMONT MINING CORPORATION

By /s/ Britt D. Banks

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Britt D. Banks  
Vice President, General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
----- Glen A. Barton	Director	March 12,
*		
----- Vincent A. Calarco	Director	March 12,
*		

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----- Ronald C. Cambre	Director	March 12,
----- James T. Curry, Jr.	Director	March 12,
* ----- Joseph P. Flannery	Director	March 12,
* ----- Leo I. Higdon, Jr.	Director	March 12,
----- Robert J. Miller	Director	March 12,
* ----- Wayne W. Murdy	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	March 12,
----- Robin A. Plumbridge	Director	March 12,
* ----- Moeen A. Qureshi	Director	March 12,
* ----- Michael K. Reilly	Director	March 12,
----- James V. Taranik	Director	March 12,
-2-		
* ----- Bruce D. Hansen	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	March 12,
* ----- Linda K. Wheeler	Vice President and Controller (Principal Accounting Officer)	March 12,

\*By /s/ Britt D. Banks  
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Britt D. Banks,  
as Attorney-in-fact