

NEWMONT MINING CORP /DE/
Form FWP
September 16, 2009

*Filed pursuant to Rule 433
Registration File No. 333-161915
Supplementing the Preliminary
Prospectus Supplement dated
September 15, 2009 and the
Prospectus dated September 15, 2009*

**Newmont Mining Corporation
Final Term Sheet
September 15, 2009**

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|-------------------------------------|-----------------------------------------------------|
| Issuer: | Newmont Mining Corporation |
| Guarantor: | Newmont USA Limited |
| Size: | \$900,000,000 |
| Maturity: | October 1, 2019 |
| Coupon (Interest Rate): | 5.125% per annum from April 1, 2010 |
| Yield to Maturity: | 5.189% |
| Spread to Benchmark Treasury: | +175 basis points |
| Benchmark Treasury: | 3.625% due August 15, 2019 |
| Benchmark Treasury Price and Yield: | 101-17+ and 3.439% |
| Interest Payment Dates: | October 1 and April 1, beginning April 1, 2010 |
| Redemption Provision: | Make-Whole Call: US Treasury + 30 basis points |
| Price to Public: | 99.502% |
| Settlement Date: | September 18, 2009 |
| Anticipated Ratings: | Baa2/BBB+ |
| CUSIP: | 651639AL0 |
| ISIN: | US651639AL04 |
| Joint Book-Running Managers: | Deutsche Bank Securities Inc. UBS Securities LLC |
| Senior Co-Managers: | |

J.P. Morgan Securities Inc.
RBS Securities Inc
Scotia Capital (USA) Inc.
Citigroup Global Markets Inc.
HSBC Securities (USA) Inc.
Daiwa Securities America Inc.

Co-Managers:

BMO Capital Markets Corp.
ANZ Securities, Inc.
Mitsubishi UFJ Securities (USA), Inc.
BBVA Securities, Inc.
BNP Paribas Securities Corp.
CIBC World Markets Corp.
Mizuho Securities USA Inc.
RBC Capital Markets Corporation
BNY Capital Markets, Inc.
U.S. Bancorp Investments, Inc.
SG Americas Securities, LLC

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, Deutsche Bank Securities Inc. and UBS Securities LLC can arrange to send you the prospectus if you request it by calling Deutsche Bank Securities Inc. at 1-800-503-4611 or calling UBS Securities LLC at 1-877-827-6444, Ext. 561-3884.