

UNITED STATES
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): March 4, 2024

NEWMONT CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation or
Organization)

001-31240
(Commission File
Number)

84-1611629
(I.R.S. Employer Identification
No.)

6900 E Layton Ave
Denver, Colorado
(Address of Principal Executive Offices)

80237
(Zip Code)

Registrant's telephone number, including area code (303) 863-7414

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))

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, par value \$1.60 per share	NEM	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company 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 8.01. Other Events.

On March 4, 2024, Newmont Corporation (“**Newmont**”) issued a press release announcing it had priced a private offering (the “**Offering**”) of (i) \$1 billion aggregate principal amount of 5.300% notes due 2026 (the “**2026 Notes**”) and (ii) \$1 billion aggregate principal amount of 5.350% notes due 2034 (the “**2034 Notes**”) and, together with the 2026 Notes, the “**Notes**”). The Notes will be issued by Newmont and Newcrest Finance Pty Limited, a wholly owned subsidiary of Newmont, and will be guaranteed on a senior unsecured basis by Newmont USA Limited, a wholly owned subsidiary of Newmont. The Notes will be offered and sold only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “**Securities Act**”), and outside the United States to non-U.S. persons in compliance with Regulation S under the Securities Act. The offering of the Notes is expected to close on March 7, 2024, subject to customary closing conditions. A copy of the press release is attached as Exhibit 99.1 and is incorporated into this Item 8.01 by reference.

On March 4, 2024, Newmont issued a press release announcing the Offering. A copy of the press release is attached as Exhibit 99.2 and is incorporated into this Item 8.01 by reference.

The Notes have not been registered under the Securities Act or any state or foreign securities laws. Therefore, the Notes may not be offered or sold absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws or applicable foreign securities laws. If the Offering is consummated, Newmont will enter into a registration rights agreement pursuant to which it will agree to use commercially reasonable efforts to file an exchange offer registration statement to allow for the exchange of the Notes of each series for the same principal amount of exchange notes of the same series that are registered under the Securities Act or, in certain circumstances, register the resale of the Notes.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

Exhibit No.	Description
99.1	Press release, dated March 4, 2024, announcing the pricing of the Offering.
99.2	Press release, dated March 4, 2024, announcing the launch of the Offering.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Newmont Corporation

Date: March 4, 2024

By: /s/ Logan Hennessey

Logan Hennessey

Vice President, Associate General Counsel and Corporate Secretary



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Suite 700
Denver, CO 80237

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News Release

NYSE: NEM & TSX:
NGT

Newmont Announces Pricing of Notes to Repay Outstanding Borrowings Under Revolving Credit Facility

DENVER, March 4, 2024 – Newmont Corporation (NYSE: NEM, TSX: NGT, ASX: NEM, PNGX: NEM) (“Newmont” or the “Company”) and Newcrest Finance Pty Limited, a wholly owned subsidiary of Newmont (“Newcrest Finance” and, together with Newmont, the “Issuers”) announced today that they have priced a private offering (the “Offering”) of \$1 billion aggregate principal amount of 5.300% notes due 2026 (the “2026 Notes”) and \$1 billion aggregate principal amount of 5.350% notes due 2034 (the “2034 Notes” and, together with the 2026 Notes, the “Notes”). The Notes will be guaranteed on an unsecured senior basis by Newmont USA Limited, a wholly owned subsidiary of Newmont. Subject to customary closing conditions, the Offering is expected to close on March 7, 2024.

The Issuers intend to use a portion of the net proceeds from the Offering to repay all outstanding borrowings under the Company’s revolving credit facility, with the remaining proceeds for general corporate purposes. The Company previously used borrowings under its revolving credit facility, along with cash on hand, to repay approximately US\$1.9 billion aggregate principal amount of bilateral credit debt acquired by Newmont as part of its acquisition of Newcrest Mining Limited.

This news release does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities being offered have not been approved or disapproved by any regulatory authority, nor has any such authority passed upon the accuracy or adequacy of any offering document.

The Notes will not be registered under the Securities Act or the securities laws of any state or other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements. The Notes will be offered only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to certain non-U.S. persons in accordance with Regulation S under the Securities Act.

Media Contact

Jennifer Pakradooni
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Investor Contact

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Cautionary Statement Regarding Forward-Looking Statements

This news release contains “forward-looking statements,” which are intended to be covered by the safe harbor created by such sections and other applicable laws. Where a forward-looking statement expresses or implies an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, such statements are subject to risks, uncertainties and other factors, which could cause actual results to differ materially from future results expressed, projected or implied by the forward-looking statements. Forward-looking statements often address our expected future business and financial performance and financial condition; and often contain words such as “anticipate,” “intend,” “plan,” “will,” “would,” “estimate,” “expect,” “believe,” “pending” or “potential.” Forward-looking statements in this news release may include, without limitation, statements relating to future offers and sales of securities and the terms thereof, including any guarantee thereof, and the use of proceeds of such sales. Estimates or expectations of future events or results are based upon certain assumptions, which may prove to be incorrect. Such assumptions, include, but are not limited to political developments in any jurisdiction in which Newmont operates being consistent with its current expectations, market conditions, the satisfaction or timely satisfaction of customary closing conditions to such sales, and other planning assumptions. For a more detailed discussion of such risks, see Newmont’s Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on February 29, 2024, as well as Newmont’s other SEC filings, under the heading “Risk Factors”, and other factors identified in Newmont’s reports filed with the SEC, available on the SEC website or www.newmont.com. Newmont does not undertake any obligation to release publicly revisions to any “forward-looking statement,” including, without limitation, outlook, to reflect events or circumstances after the date of this news release, or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws. Investors should not assume that any lack of update to a previously issued “forward-looking statement” constitutes a reaffirmation of that statement. Continued reliance on “forward-looking statements” is at investors’ own risk.

About Newmont

Newmont is the world’s leading gold company and a producer of copper, zinc, lead, and silver. The Company’s world-class portfolio of assets, prospects and talent is anchored in favorable mining jurisdictions in Africa, Australia, Latin America & Caribbean, North America, and Papua New Guinea. Newmont is the only gold producer listed in the S&P 500 Index and is widely recognized for its principled environmental, social, and governance practices. Newmont is an industry leader in value creation, supported by robust safety standards, superior execution, and technical expertise. Founded in 1921, the Company and has been publicly traded since 1925.

At Newmont, our purpose is to create value and improve lives through sustainable and responsible mining.



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The Issuers intend to use a portion of the net proceeds from the Offering to repay all outstanding borrowings under the Company’s revolving credit facility, with the remaining proceeds for general corporate purposes. The Company previously used borrowings under its revolving credit facility, along with cash on hand, to repay approximately US\$1.9 billion aggregate principal amount of bilateral credit debt acquired by Newmont as part of its acquisition of Newcrest Mining Limited.

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The Notes will not be registered under the Securities Act or the securities laws of any state or other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements. The Notes will be offered only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to certain non-U.S. persons in accordance with Regulation S under the Securities Act.

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