

MIRAMAR MINING CORP
Form SC 13D/A
January 15, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)

MIRAMAR MINING CORPORATION

(Name of Issuer)

Common Shares

(Title of Class of Securities)

60466E100

(CUSIP Number)

Sharon E. Thomas

Vice President and Secretary

Newmont Mining Corporation of Canada Limited

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Suite 1900, Box 2005

20 Eglinton Avenue West

Toronto, Ontario M4R 1K8

(415) 480-6480

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 14, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 17 C.F.R. §240.13d-1(e), 17 C.F.R. 240.13d-1(f), or 17 C.F.R. 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See 17 C.F.R. §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 60466E100

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Newmont Mining Corporation of Canada Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds (See Instructions)

BK, WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizenship or Place of Organization

Canada

7. Sole Voting Power

Number of

Shares 226,393,986 ⁽¹⁾
8. Shared Voting Power

Beneficially

Owned by

0
Each 9. Sole Dispositive Power

Reporting

Person 226,393,986 ⁽¹⁾
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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226,393,986 ⁽¹⁾

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

93.45% ⁽²⁾

14. Type of Reporting Person (See Instructions)

CO

⁽¹⁾ Includes 207,893,986 common shares and 18,500,000 common shares issuable upon the exercise of warrants.

⁽²⁾ Calculated based on the 242,262,231 common shares represented to be outstanding by the Issuer to Newmont as of December 3, 2007, adjusted to account for the 18,500,000 common shares that are issuable upon the exercise by Newmont Canada (as defined below) of warrants issued by the Issuer.

CUSIP No. 60466E100

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Newmont Mining Corporation

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds (See Instructions)

BK, WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares 226,393,986 ⁽¹⁾
8. Shared Voting Power

Beneficially

Owned by

0
9. Sole Dispositive Power
Each

Reporting

Person 226,393,986 ⁽¹⁾
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

226,393,986 ⁽¹⁾

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

93.45% ⁽²⁾

14. Type of Reporting Person (See Instructions)

CO, HC

⁽¹⁾ Includes 207,893,986 common shares and 18,500,000 common shares issuable upon the exercise of warrants.

⁽²⁾ Calculated based on the 242,262,231 common shares represented to be outstanding by the Issuer to Newmont as of December 3, 2007, adjusted to account for the 18,500,000 common shares that are issuable upon the exercise by Newmont Canada (as defined below) of warrants issued by the Issuer.

EXPLANATORY NOTE

This Amendment No. 5 (Amendment No. 5) to Schedule 13D amends the Schedule 13D filed with the Securities and Exchange Commission (the SEC) on October 9, 2007, as amended by Amendment No. 1 to Schedule 13D filed with the SEC on October 31, 2007; Amendment No. 2 to Schedule 13D filed with the SEC on December 7, 2007; Amendment No. 3 to Schedule 13D filed with the SEC on December 26, 2007; and Amendment No. 4 to Schedule 13D filed with the SEC on January 7, 2008 (as amended by Amendment No. 5, the Schedule 13D) by Newmont Mining Corporation of Canada Limited, a federal corporation under the Canada Business Corporation Act (Newmont Canada), and Newmont Mining Corporation, a Delaware corporation (Newmont, and together with Newmont Canada, the Reporting Persons), amends and supplements the following items of the Schedule 13D. Capitalized terms used and not defined have the respective meanings set forth in the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is supplemented as follows:

On January 15, 2008, Acquisition Sub mailed its Notice of Compulsory Acquisition, dated January 14, 2008 (the Notice of Compulsory Acquisition), exercising its right under section 300 of the *Business Corporations Act* (British Columbia) (the BCBCA) to acquire all of the common shares of the Issuer that Acquisition Sub did not acquire under the Offer. Upon providing the Notice of Compulsory Acquisition, Acquisition Sub became entitled and bound to acquire all of the common shares that it did not acquire under the Offer for the same price and on the same terms set forth in the Offer, unless the Supreme Court of the Province of British Columbia orders otherwise in accordance with section 300 of the BCBCA. The description of the Notice of Compulsory Acquisition is qualified in its entirety by the actual terms of the Notice of Compulsory Acquisition filed as Exhibit 7.15 to this Schedule 13D, which is incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended to replace the first paragraph set forth therein with the following:

See the description of the Commitment Letter described in Item 3 above, and the Support Agreement, the Lock-Up Agreements, the Take-Over Bid Circular, the Directors Circular, the Notice of Extension, the Second Notice of Extension, the Third Notice of Extension, and the Notice of Compulsory Acquisition, described in Item 4 above, each of which is incorporated by reference into this Item 6.

Item 7. Material to Be Filed as Exhibits

Item 7 of the Schedule 13D is hereby supplemented as follows:

Exhibit 7.15 Notice of Compulsory Acquisition, dated January 14, 2008. Incorporated by reference to the Schedule 14D-1F/A filed by Newmont and Acquisition Sub on January 15, 2008.

Signature

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

NEWMONT MINING CORPORATION OF
CANADA LIMITED

Dated: January 15, 2008

By: /s/ Sharon E. Thomas
Name: Sharon E. Thomas
Title: Vice President and Secretary

NEWMONT MINING CORPORATION

Dated: January 15, 2008

By: /s/ Sharon E. Thomas
Name: Sharon E. Thomas
Title: Vice President and Secretary