

MIRAMAR MINING CORP
Form SC14D1F/A
November 09, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-1F/A

TENDER OFFER STATEMENT PURSUANT TO RULE 14d-1(b) UNDER THE

SECURITIES EXCHANGE ACT OF 1934

MIRAMAR MINING CORPORATION

(Name of Subject Company)

British Columbia, Canada

(Jurisdiction of Subject Company's Incorporation or Organization)

**NEWMONT MINING CORPORATION
NEWMONT MINING B.C. LIMITED**

(Bidder)

Common Shares

(Title of Class of Securities)

60466E100

Edgar Filing: MIRAMAR MINING CORP - Form SC14D1F/A

(CUSIP Number of Class Securities)

Sharon E. Thomas
Vice President and Secretary
Newmont Mining Corporation
1700 Lincoln Street
Denver, Colorado 80203
(303) 863-7414

(Name, address (including zip code) and telephone number (including area code) of
person(s) authorized to receive notices and communications on behalf of bidder)

With copies to:

Jonathan Lampe, Esq.
Goodmans LLP
250 Yonge Street
Suite 2400, Box 24
Toronto, Ontario M5B 2M6
(416) 979-2211

David A. Katz, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd St.
New York, NY 10019

(212) 403-1000

November 9, 2007

(Date tender offer published, sent or given to security holders)

CALCULATION OF FILING FEE*

Transaction Valuation	Amount of Filing Fee
\$ 219,024,893	\$ 6,724.06

* For purposes of determining the filing fee pursuant to General Instruction II.C to Schedule 14D-1F, the transaction value of the subject company's common shares held in the United States, assuming acceptance of the Offer by all holders of the subject company's shares in the United States, is calculated as follows: the product of (x) 33,410,223, the number of subject company common shares estimated to be held by shareholders in the United States as of October 30, 2007, (y) CAD\$6.25, the price to be paid per common share of the subject company pursuant to the Offer, and (z) 1.0489, the inverse of the Federal Reserve Bank of New York's noon buying rate for Canadian dollars on October 30, 2007.

x Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$6,724.06

Form or Registration No: 005-49693

Edgar Filing: MIRAMAR MINING CORP - Form SC14D1F/A

Filing Party: Newmont Mining Corporation

Form: SC14D-1F Date Filed: October 31, 2007

PART I INFORMATION REQUIRED TO BE SENT TO SHAREHOLDERS

Item 1. Home Jurisdiction Documents

This Schedule 14D-1F/A is being filed to reflect the deletion of language in Instruction 9, IRS Form W-9 for U.S. Shareholders Only in the Letter of Transmittal previously filed by the Company with the Commission on SC14D-1F on October 31, 2007. The revised Letter of Transmittal is attached in this Part I Information Required to be Sent to Shareholders.

THE INSTRUCTIONS ACCOMPANYING THIS LETTER OF TRANSMITTAL SHOULD BE READ CAREFULLY BEFORE THIS LETTER OF TRANSMITTAL IS COMPLETED. THIS LETTER OF TRANSMITTAL IS FOR USE IN ACCEPTING THE OFFER BY NEWMONT MINING B.C. LIMITED TO PURCHASE ALL OUTSTANDING COMMON SHARES OF MIRAMAR MINING CORPORATION.

LETTER OF TRANSMITTAL

**for Deposit of Common Shares
of**

MIRAMAR MINING CORPORATION

**Pursuant to the Offer dated October 31, 2007
made by**

**NEWMONT MINING B.C. LIMITED
a wholly-owned indirect subsidiary of
NEWMONT MINING CORPORATION**

THE OFFER WILL BE OPEN FOR ACCEPTANCE UNTIL 5:00 P.M. (TORONTO TIME) ON THURSDAY, DECEMBER 6, 2007 (THE EXPIRY TIME), UNLESS EXTENDED OR WITHDRAWN. SEE TIME FOR ACCEPTANCE IN SECTION 2 OF THE OFFER.

USE THIS LETTER OF TRANSMITTAL IF:

- 1. YOU ARE DEPOSITING COMMON SHARE CERTIFICATE(S); OR**
- 2. YOU ARE A U.S. HOLDER FOLLOWING PROCEDURES FOR BOOK-ENTRY CONFIRMATION AND DO NOT HAVE AN AGENT'S MESSAGE; OR**
- 3. YOU PREVIOUSLY DEPOSITED COMMON SHARES PURSUANT TO A NOTICE OF GUARANTEED DELIVERY.**

This letter of transmittal (the **Letter of Transmittal**) is for use by the holders (the **Shareholders**) of common shares (the **Common Shares**) of Miramar Mining Corporation (**Miramar**), in connection with the offer dated October 31, 2007, made by Newmont Mining B.C. Limited (the

Edgar Filing: MIRAMAR MINING CORP - Form SC14D1F/A

Offeror), a wholly-owned indirect subsidiary of Newmont Mining Corporation, to acquire all of the Common Shares of Miramar (the **Offer**). The terms and conditions of the Offer are incorporated by reference in this Letter of Transmittal. Capitalized terms used but not defined in this Letter of Transmittal that are defined in the Offer and related circular dated October 31, 2007 (the **Circular**) have the respective meanings set out in the Offer and the Circular.

This Letter of Transmittal or a manually executed facsimile thereof, properly completed and duly executed, together with all other required documents, must accompany share certificates representing the Common Shares, deposited pursuant to the Offer and must be received by Computershare Investor Services Inc. (the Depository) before the Expiry Time at one of the offices listed below.

Shareholders may also accept the Offer by following the procedures for book-entry transfer set forth in Section 3 of the Offer, **Manner of Acceptance** Acceptance by Book-Entry Transfer, provided that the confirmation of a book-entry transfer of Common Shares into the Depository's account at CDXS or DTC, together with an Agent's Message in respect thereof are received by the Depository prior to the Expiry Time. However, if a Shareholder is following the procedures for book-entry transfer with DTC and does not have an accompanying Agent's Message, a Letter of Transmittal and any other required documents must be completed and received by the Depository prior to the Expiry Time.

Shareholders whose certificates are not immediately available or who cannot deliver their certificates and all other required documents to the Depository before the Expiry Time must deposit their Common Shares according to the guaranteed delivery procedure set forth in Section 3 of the Offer, Manner of Acceptance Procedure for Guaranteed Delivery by using the accompanying Notice of Guaranteed Delivery. See Instruction 2 in this Letter of Transmittal, Procedure for Guaranteed Delivery .

The Depository, the Dealer Managers, the Information Agent or your broker or other financial advisor can assist you in completing this Letter of Transmittal (see back page of this Letter of Transmittal for addresses and telephone numbers). Persons whose Common Shares are registered in the name of an investment advisor, stockbroker, bank, trust company or other nominee should contact such nominee if they wish to accept the Offer.

DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET FORTH ON THE BACK PAGE OF THIS LETTER OF TRANSMITTAL WILL NOT CONSTITUTE A VALID DELIVERY TO THE DEPOSITARY. YOU MUST SIGN THE LETTER OF TRANSMITTAL IN THE APPROPRIATE SPACE PROVIDED BELOW AND IF YOU ARE A U.S. HOLDER, YOU MUST ALSO COMPLETE THE IRS FORM W-9 INCLUDED HEREIN. SEE INSTRUCTION 9 OF THIS LETTER OF TRANSMITTAL, U.S. SHAREHOLDERS AND IRS FORM W-9.

Please read carefully the Instructions set forth below before completing this Letter of Transmittal.

TO: NEWMONT MINING B.C. LIMITED

AND TO: COMPUTERSHARE INVESTOR SERVICES INC., as Depositary, at its office set out herein.

The undersigned delivers to you the enclosed certificate(s) for Common Shares. Subject only to the provisions of the Offer regarding withdrawal, the undersigned irrevocably accepts the Offer for such Common Shares upon the terms and conditions contained in the Offer. The following are the details of the enclosed certificate(s):

MIRAMAR COMMON SHARES

(Please print or type. If space is insufficient, please attach a list to this Letter of Transmittal in the below form.)

Certificate Number(s) (if available)	Name(s) in which Registered (please fill in exactly as name(s) appear on certificates)	Number of Common Shares Represented by Certificate	Number of Common Shares Deposited*
TOTAL:			

* Unless otherwise indicated, the total number of Common Shares evidenced by all certificates delivered will be deemed to have been deposited. Refer to Instruction 7 of this Letter of Transmittal, Partial Deposits.

The undersigned:

1. acknowledges receipt of the Offer and the accompanying Circular and acknowledges that there will be a binding agreement between the undersigned and the Offeror, effective immediately at the time at which the Offeror takes up Common Shares deposited by the undersigned pursuant to this Letter of Transmittal, in accordance with the terms and conditions of the Offer;

2. delivers to the Offeror the enclosed certificates representing Common Shares (unless deposit is to be made pursuant to the procedure for deposit by book-entry transfer set forth in Section 3 of the Offer, Manner of Acceptance Acceptance by Book-Entry Transfer) and irrevocably accepts the Offer for and in respect of those Common Shares that are being delivered to the Depositary under the Offer represented by such certificates (the **Deposited Common Shares**) and, on and subject to the terms and conditions of the Offer, deposits, sells, assign and transfers to the Offeror, free and clear of all liens, charges, encumbrances, claims and equities and together with all right, title and interest in and to the Deposited Common Shares, including without limitation any and all dividends, distributions, payments, securities, property or other interests that may be declared, paid, accrued, issued, distributed, made or transferred on or in respect of the Deposited Common Shares or any of them on and after the date on which the Offeror takes up the Common Shares, including any dividends, distributions or payments on such dividends,

distributions, payments, securities, property or other interests (collectively, **Distributions**);

3. represents and warrants that (i) the undersigned has full power and authority to deposit, sell, assign and transfer the Deposited Common Shares and any Distributions being deposited to the Offeror, (ii) the undersigned owns the Deposited Common Shares and any Distributions, (iii) the Deposited Common Shares and Distributions have not been sold, assigned or transferred, nor has any agreement been entered into to sell, assign or transfer any of the Deposited Common Shares and Distributions, to any other person, (iv) the deposit of the Deposited Common Shares and Distributions complies with all Laws, and (v) when the Deposited Common Shares and Distributions are taken up and paid for by the Offeror, the Offeror will acquire good title thereto, free and clear of all liens, restrictions, charges, encumbrances, claims and rights of others;

4. agrees that if, on or after the date of the Offer, Miramar should divide, combine, reclassify, consolidate, convert or otherwise change any of the Common Shares or its capitalization, or shall disclose that it has taken or intends to take any such action, then the Offeror, in its sole discretion and without prejudice to its rights under Section 4 of the Offer, Conditions of the Offer , may make such adjustments as it considers appropriate to the purchase price and other terms of the Offer (including, without limitation, the type of securities offered to be purchased and the amount payable therefor) to reflect such division, combination, reclassification, consolidation, conversion or other change;
5. agrees that if, on or after the date of the Offer, Miramar should declare or pay any dividend or declare, make or pay any other distribution or payment on or declare, allot, reserve or issue any securities, rights or other interests with respect to any Common Shares, which is or are payable or distributable to Shareholders of record on a date prior to the transfer into the name of the Offeror or its nominees or transferees on the share register maintained by or on behalf of Miramar in respect of Common Shares accepted for purchase pursuant to the Offer, then (and without prejudice to its rights under Section 4 of the Offer, Conditions of the Offer): (a) in the case of cash dividends, distributions or payments, the amount of the dividends, distributions or payments will be received and held by the depositing Shareholder for the account of the Offeror until the Offeror pays for such Common Shares, and to the extent that such dividends, distributions or payments do not exceed the purchase price per Common Share payable in cash by the Offeror pursuant to the Offer, the purchase price per Common Share payable by the Offeror pursuant to the Offer in cash will be reduced by the amount of any such dividend, distribution or payment, and (b) in the case of any such cash dividend, distribution or payment that exceeds the purchase price per Common Share payable in cash by the Offeror pursuant to the Offer, or in the case of any non-cash dividend, distribution, payment, right or interest, the whole of any such dividend, distribution, payment, right or other interest will be received and held by the depositing Shareholder for the account of the Offeror and shall be required to be promptly remitted and transferred by the depositing Shareholder to the Depository for the account of the Offeror, accompanied by appropriate documentation of transfer. Pending such remittance, the Offeror will be entitled to all rights and privileges as owner of any such dividend, distribution, payment, right or other interest and may withhold the entire purchase price payable by the Offeror pursuant to the Offer or deduct from the purchase price payable by the Offeror pursuant to the Offer the amount or value thereof, as determined by the Offeror in its sole discretion;
6. waives any right to receive notice of purchase of the Deposited Common Shares;
7. irrevocably appoints, effective on and after the date that the Offeror takes up and pays for the Deposited Common Shares, each director or officer of the Offeror, and any other person designated by the Offeror in writing, as the true and lawful agent, attorney and attorney-in-fact of the Shareholder covered by this Letter of Transmittal with respect to Common Shares registered in the name of the holder on the securities registers maintained by or on behalf of Miramar and deposited pursuant to the Offer and purchased by the Offeror (the **Purchased Common Shares**), and with respect to any and all Distributions that may be declared, paid, accrued, issued, distributed, made or transferred on or in respect of the Purchased Common Shares on or after the date on which the Offeror takes up Common Shares with full power of substitution (such powers of attorney, being coupled with an interest, being irrevocable), in the name of and on behalf of such Shareholder: (a) to register or record the transfer or cancellation of Purchased Common Shares and Distributions consisting of securities on the appropriate registers maintained by or on behalf of Miramar; (b) for so long as any such Purchased Common Shares are registered or recorded in the name of such Shareholder, to exercise any and all rights of such Shareholder including, without limitation, the right to vote, to execute and deliver (provided

the same is not contrary to all Laws), as and when requested by the Offeror (by whom such Common Shares are purchased), any instruments of proxy, authorizations or consents in form and on terms satisfactory to the Offeror in respect of any Purchased Common Shares and Distributions, and to designate in any such instruments, authorizations or consents any person or persons as the proxyholder of such Shareholder in respect of such Purchased Common Shares and Distributions for all purposes including, without limitation, in connection with any meeting or meetings (whether annual, special or otherwise, or any adjournment thereof, including, without limitation, any meeting to consider a Subsequent Acquisition Transaction) of holders of relevant securities of Miramar; (c) to execute, endorse and negotiate, any cheques or other instruments representing such Distributions payable to or to the order of, or endorsed in favour of the Shareholder; and (d) to exercise any rights of a Shareholder with respect to such Purchased Common Shares and such Distributions, all as set forth in this Letter of Transmittal. The acceptance of the Offer pursuant to the procedures set forth

above will constitute an agreement between the depositing Shareholder and the Offeror in accordance with the terms and conditions of the Offer;

8. revokes any and all other authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, previously conferred or agreed to be conferred by the Shareholder at any time with respect to the Deposited Common Shares or any Distributions. The Shareholder accepting the Offer agrees that no subsequent authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise will be granted with respect to the Deposited Common Shares or any Distributions by or on behalf of the undersigned unless the Deposited Common Shares are not taken up and paid for under the Offer or are withdrawn in accordance with the Offer;

9. agrees not to vote any of the Purchased Common Shares at any meeting (whether annual, special or otherwise or any adjournment thereof, including, without limitation, any meeting to consider a Subsequent Acquisition Transaction) of holders of relevant securities of Miramar and not to exercise any of the other rights or privileges attached to the Purchased Common Shares, and agrees to execute and deliver to the Offeror any and all instruments of proxy, authorizations or consents in respect of all or any of the Purchased Common Shares, and agrees to appoint in any such instruments of proxy, authorizations or consents, the person or persons specified by the Offeror as the proxy of the holder of the Purchased Common Shares. **Upon such appointment, all prior proxies and other authorizations (including, without limitation, all appointments of any agent, attorney or attorney-in-fact) or consents given by the holder of such Purchased Common Shares with respect thereto will be revoked and no subsequent proxies or other authorizations or consents may be given by such person with respect thereto;**

10. covenants to execute, upon request of the Offeror, any additional documents, transfers and other assurances as may be necessary or desirable to complete the sale, assignment and transfer of the Purchased Common Shares to the Offeror;

11. agrees that settlement with each Shareholder who has deposited Common Shares under the Offer will be made by the Depositary forwarding a cheque payable in Canadian funds by first-class mail representing the cash payment for the Common Shares taken up. Unless otherwise directed in this Letter of Transmittal, the cheque will be issued in the name of the registered holder of the Common Shares so deposited. Unless the person depositing the Common Shares instructs the Depositary to hold the cheque for pick-up by checking the appropriate box in this Letter of Transmittal, the cheque will be forwarded by first class mail to such person at the address specified in this Letter of Transmittal. If no such address is specified, the cheque will be sent to the address of the holder as shown on the register of Shareholders maintained by or on behalf of Miramar. Cheques mailed in accordance with this paragraph will be deemed to be delivered at the time of mailing;

12. understands and acknowledges that payment for Common Shares deposited and taken up by the Offeror will be made only after timely receipt by the Depositary of (a) certificate(s) representing the Common Shares, (b) this Letter of Transmittal, or a manually executed facsimile thereof, properly completed and duly executed, covering such Common Shares with the signature(s) guaranteed in accordance with the instructions set out in this Letter of Transmittal and (c) any other required documents before 5:00 p.m. (Toronto time) on the third trading day on the TSX

after the date on which the Expiry Time occurs. The undersigned also understands and acknowledges that under no circumstances will interest accrue or be paid by the Offeror or the Depositary to persons depositing Common Shares on the purchase price of Common Shares purchased by the Offeror, regardless of any delay in making such payment. **All payments under the Offer will be made in Canadian Dollars;**

13. acknowledges that any Deposited Common Shares that are not taken up by the Offeror pursuant to the terms and conditions of the Offer will be returned, at the Offeror's expense, to the depositing Shareholder as soon as practicable after the Expiry Time or withdrawal and early termination of the Offer, by either sending certificates representing the Common Shares not purchased by first-class mail to the address of the depositing Shareholder specified in the Letter of Transmittal or, if such name or address is not so specified, in such name and to such address as shown on the register of Shareholders maintained by or on behalf of Miramar;

14. acknowledges that each authority herein conferred or agreed to be conferred may be exercised during any subsequent legal incapacity of the undersigned and shall, to the extent permitted by law, survive the death or incapacity, bankruptcy or insolvency of the undersigned and all obligations of the undersigned herein shall be

binding upon the heirs, executors, administrators, attorneys, personal representatives, successors and assigns of the undersigned;

15. by virtue of the execution of this Letter of Transmittal, shall be deemed to have agreed that all questions as to validity, form, eligibility (including timely receipt) and acceptance of any Deposited Common Shares (and/or Distributions) deposited pursuant to the Offer will be determined by the Offeror in its sole discretion and that such determination shall be final and binding. The undersigned acknowledges that (i) the Offeror reserves the absolute right to reject any and all deposits that the Offeror determines not to be in proper form or which may be unlawful to accept under the laws of any jurisdiction, (ii) the Offeror reserves the absolute right to waive any defect or irregularity in the deposit of any Deposited Common Shares (and/or any Distributions), (iii) there shall be no duty or obligation on the Offeror, the Dealer Managers, any Soliciting Dealer, the Information Agent or the Depositary or any other person to give notice of any defect or irregularity in the deposit and no liability shall be incurred by any of them for failure to give such notice; (iv) the Offeror's interpretation of the terms and conditions of the Offer, the Circular, this Letter of Transmittal and the Notice of Guaranteed Delivery will be final and binding, and (v) the Offeror reserves the right to permit the Offer to be accepted in a manner other than as set forth in the Offer; and

16. by reason of the use of an English language form of Letter of Transmittal, you shall be deemed to have required that any contract evidenced by the Offer as accepted through this Letter of Transmittal, as well as all documents related thereto, be drawn exclusively in the English language. *En raison de l'usage d'une version anglaise de la présente lettre de transmission, le soussigné est réputé avoir demandé que tout contrat attesté par l'offre, telle qu'elle est acceptée au moyen de et cette lettre de transmission, de même que tous les documents qui s'y rapportent, soient rédigés exclusivement en langue anglaise.*

SHAREHOLDER SIGNATURE

By signing below, the Shareholder expressly agrees to the terms and conditions set forth above.

Signature guaranteed by
(if required under Instruction 4):

Dated:

Authorized Signature of Guarantor

Signature of Shareholder or Authorized Representative
(see Instructions 3, 4 and 5)

Name of Guarantor (please print or type)

Name of Shareholder or Authorized Representative
(please print or type)

Address of Guarantor (please print or type)

Daytime telephone number and facsimile number of
Shareholder or Authorized Representative

SHAREHOLDER INFORMATION AND INSTRUCTIONS

**BLOCK A
REGISTRATION AND
PAYMENT INSTRUCTIONS**

ISSUE CHEQUE IN THE NAME OF AND
RETURN MIRAMAR SHARE CERTIFICATES
TO:

(Name)

(Street Address and Number)

(City and Province or State)

(Country and Postal (Zip) Code)

(Telephone Business Hours)

(Social Insurance or Social Security
Number)

**BLOCK B
DELIVERY INSTRUCTIONS**

SEND CHEQUE (Unless Block D is checked)
TO:

(Name)

(Street Address and Number)

(City and Province or State)

(Country and Postal (Zip) Code)

(Telephone Business Hours)

(Social Insurance or Social Security
Number)

**BLOCK C
TAXPAYER IDENTIFICATION NUMBER**

U.S. persons must provide their
Taxpayer Identification Number

**BLOCK D
SPECIAL PICK-UP INSTRUCTIONS**

- o HOLD CHEQUE FOR PICK-UP AT THE
OFFICES OF THE DEPOSITARY WHERE
THIS LETTER OF TRANSMITTAL IS