

MIRAMAR MINING CORP  
Form SC14D1F  
November 01, 2007

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14D-1F**

**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**

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(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:**

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**November 1, 2007**

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

**CALCULATION OF FILING FEE\***

<b>Transaction Valuation</b>	<b>Amount of Filing Fee</b>
\$ 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

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Filing Party: Newmont Mining Corporation

Form: SC14D-1F

Date Filed: October 31, 2007

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**PART I INFORMATION REQUIRED TO BE SENT TO SHAREHOLDERS**

**Item 1. Home Jurisdiction Documents**

Offer to Purchase and Circular, dated October 31, 2007, as well as the related Letter of Transmittal and Notice of Guaranteed Delivery.

**Item 2. Informational Legends**

See Notice to Shareholders in the United States set forth on the cover page of the Offer to Purchase.

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*This document is important and requires your immediate attention. If you are in doubt as to how to deal with it, you should consult your investment advisor, stockbroker, bank manager, trust company manager, accountant, lawyer or other professional advisor.*

*This document does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer is not being made to, nor will deposits be accepted from or on behalf of, Shareholders in any jurisdiction in which the making or acceptance of the Offer would not be in compliance with the laws of such jurisdiction. However, the Offeror or its agents may, in the Offeror's sole discretion, take such action as the Offeror may deem necessary to make the Offer in any jurisdiction and extend the Offer to Shareholders in such jurisdiction.*

*This Offer has not been approved or disapproved by any securities regulatory authority, nor has any securities regulatory authority passed upon the fairness or merits of this Offer or upon the adequacy of the information contained in this document. Any representation to the contrary is an offence.*

October 31, 2007

**Newmont Mining B.C. Limited**

**a wholly-owned indirect subsidiary of**

**NEWMONT MINING CORPORATION**

**OFFER TO PURCHASE**

**all the outstanding common shares of**

**MIRAMAR MINING CORPORATION**

**on the basis of**

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**Cdn.\$6.25 in cash for each common share**

Newmont Mining B.C. Limited (the **Offeror**), a wholly-owned indirect subsidiary of Newmont Mining Corporation (**Newmont**), hereby offers (the **Offer**) to purchase at a price of Cdn.\$6.25 cash per common share all of the issued and outstanding common shares (the **Common Shares**) of Miramar Mining Corporation (**Miramar**), other than any Common Shares owned directly or indirectly by Newmont, and including Common Shares that become issued and outstanding after the date of this Offer but before the Expiry Time (as defined below) upon the exercise of Options (as defined below).

**The Offer is open for acceptance until 5:00 p.m. (Toronto time) December 6, 2007 (the Expiry Time), unless the Offer is extended or withdrawn.**

**The board of directors of Miramar, after consultation with its legal and financial advisors, and upon receipt of fairness opinions from both BMO Capital Markets and Paradigm Capital, has UNANIMOUSLY APPROVED the Offer, UNANIMOUSLY DETERMINED that the Offer is fair, from a financial point of view, to the Miramar Shareholders and is in the best interests of Miramar. The board of directors of Miramar UNANIMOUSLY RECOMMENDS that Miramar Shareholders ACCEPT the Offer. All of the directors and senior officers of Miramar have entered into written agreements with the Offeror to accept the Offer and tender their Common Shares to the Offer.**

The Common Shares are listed on the Toronto Stock Exchange (the **TSX**) under the symbol **MAE**, and the American Stock Exchange (**AMEX**) under the symbol **MNG**.

**The Offer represents a premium of 20% over the closing price of Cdn.\$5.19 per Common Share on the TSX on October 5, 2007, the last trading day prior to the announcement of the Support Agreement (as defined below), and a premium of 29% over the volume weighted average price of the Common Shares on the TSX over the 20 trading days preceding announcement of the Support Agreement (as defined below).**

The Offer is subject to certain conditions, including there being validly deposited under the Offer and not withdrawn as at the Expiry Time such number of Common Shares that constitutes, together with Common Shares held by the Offeror and its affiliates, at least  $66\frac{2}{3}\%$  of the Common Shares then outstanding (calculated on a fully-diluted basis, as calculated herein). This and the other conditions of the Offer are described in Section 4 of the Offer, **Conditions of the Offer**. Subject to Laws (as defined herein), the Offeror reserves the right to withdraw the Offer and to not take up and pay for any Common Shares deposited under the Offer unless each of the conditions of the Offer is satisfied or waived at or before the Expiry Time.

**The Dealer Managers for the Offer are:**

*In Canada*  
Genuity Capital Markets

*In the United States*  
Genuity Capital Markets USA Corp.

**The Offer is made only for the Common Shares and is not for any Options. Any holder of Options who wishes to accept the Offer must exercise the Options in accordance with their terms in order to obtain certificates representing Common Shares and deposit such Common Shares in accordance with the terms of the Offer. See Section 5 of the Circular Description of Support Agreement Outstanding Options.**

Newmont, the Offeror and Miramar have entered into a support agreement dated October 8, 2007 (the **Support Agreement**), pursuant to which the Offeror has agreed to make the Offer, Miramar has agreed to support and recommend the Offer, and Newmont has agreed to guarantee the obligations of the Offeror, all subject to the conditions set forth therein. The Offeror also has entered into a lock-up agreement dated October 8, 2007 (each a **Lock-Up Agreement** and collectively, the **Lock-Up Agreements**) with each of the directors and senior officers of Miramar (collectively, the **Supporting Directors and Officers**), pursuant to which the Supporting Directors and Officers have irrevocably agreed to accept the Offer, to deposit or cause to be deposited under the Offer and to not withdraw, subject to certain exceptions, (i) all of the Common Shares that they own or over which they exercise direction or control and (ii) all of the Common Shares that may become owned or over which direction or control may thereafter be obtained. The Supporting Directors and Officers also have agreed to exercise or conditionally exercise all of the Options and to deposit under the Offer and to not withdraw, subject to certain exceptions, all of the Common Shares issued upon such exercise or conditional exercise of Options or surrender such Options in consideration of a payment of the in-the-money amount if such Options are not exercised. The number of Common Shares beneficially owned by the Supporting Directors and Officers and subject to the Lock-Up Agreements is an aggregate of 6,107,289 Common Shares (including 4,164,539 Common Shares that may be acquired pursuant to outstanding Options), which represent approximately 2.71% of the outstanding Common Shares (calculated on a fully-diluted basis). See Section 6 of the Circular Description of Lock-Up Agreements.

Shareholders who wish to accept the Offer must properly complete and execute the accompanying Letter of Transmittal (printed on yellow paper) or a manually executed facsimile thereof and deposit it, at or prior to the Expiry Time, together with certificate(s) representing their Common Shares and all other required documents, with Computershare Investor Services Inc. (the **Depository**) at its offices set out in the Letter of Transmittal, in accordance with the instructions in the Letter of Transmittal. Alternatively, Shareholders whose Common Shares are registered in the name of CDS may accept the Offer by following the procedures for book entry transfer of Common Shares set forth in Section 3 of the Offer, **Manner of Acceptance Acceptance by Book Entry Transfer** or Shareholders whose certificates for Common Shares are not immediately available, may follow the procedures for guaranteed delivery set forth under Section 3 of the Offer, **Manner of Acceptance Procedure for Guaranteed Delivery**, using the accompanying Notice of Guaranteed Delivery (printed on green paper).

**Shareholders whose Common Shares are registered in the name of an investment advisor, stockbroker, bank, trust company or other nominee should contact immediately that nominee for assistance if they wish to accept the Offer in order to take the necessary steps to be able to deposit such Common Shares under the Offer.**

All payments under the Offer will be made in Canadian dollars. Shareholders will not be required to pay any fee or commission if they accept the Offer by depositing their Common Shares directly with the Depository or if they make use of the services of a Soliciting Dealer to accept the Offer.

Questions and requests for assistance may be directed to the information agent for the Offer, MacKenzie Partners, Inc. (the **Information Agent**) or to Genuity Capital Markets (the **Canadian Dealer Manager**) or in the United States to Genuity Capital Markets USA Corp. (the **U.S. Dealer Manager** and, together with the Canadian Dealer Manager, the **Dealer Managers**). Their contact details are provided on the back cover of this document. Additional copies of this document, the Letter of Transmittal and the Notice of Guaranteed Delivery may be obtained without charge on request from the Information Agent or the Dealer Managers and are accessible on the Canadian Securities Administrators' website at [www.sedar.com](http://www.sedar.com). Persons whose Common Shares are registered in the name of an investment advisor, stockbroker, bank, trust company or other nominee should contact immediately that nominee for assistance if they wish to accept the Offer.

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No broker, dealer, salesperson or other person has been authorized to give any information or make any representation other than those contained in this document, and, if given or made, such information or representation must not be relied upon as having been authorized by the Offeror, Newmont, the Dealer Managers, the Information Agent or the Depositary.

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**NOTICE TO SHAREHOLDERS IN THE UNITED STATES**

**The Offer is being made for the securities of a Canadian issuer. The Offer and Circular are subject to and have been prepared in accordance with applicable disclosure requirements in Canada. Shareholders should be aware that such requirements are different from those in the United States.**

**Shareholders in the United States should be aware that the disposition of Common Shares by them as described herein may have tax consequences both in the United States and in Canada. Such consequences may not be fully described herein and such holders are urged to consult their tax advisors. See Section 18 of the Circular, Certain Canadian Federal Income Tax Considerations, and Section 19 of the Circular, Certain United States Federal Income Tax Considerations.**

**The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Offeror and Miramar are incorporated under the laws of the Province of British Columbia, that Miramar's officers and directors reside outside the United States, that the Canadian Dealer Manager and some of the experts named herein may reside outside the United States, and that all or a substantial portion of the assets of the Offeror and Miramar and the other above-mentioned persons are located outside the United States.**

**Shareholders in the United States should be aware that the Offeror or its affiliates, directly or indirectly, may bid for or may make purchases of Common Shares or of Miramar's related securities during the period of the Offer, as permitted by applicable U.S. securities laws, including any exemptions granted to the Offeror therefrom, and by applicable Canadian laws or provincial laws or regulations.**

**NOTICE TO HOLDERS OF OPTIONS**

**The Offer is made only for the Common Shares and is not made for any Options. Any holder of such Options who wishes to accept the Offer must exercise the Options in accordance with their terms in order to obtain certificates representing Common Shares and deposit such Common Shares in accordance with the terms of the Offer.**

Any such exercise must be completed sufficiently in advance of the Expiry Time to ensure that the holder of such Options will have certificate(s) representing the Common Shares received on such exercise available for deposit prior to the Expiry Time, or sufficient time to comply with the procedures referred to in Section 3 of the Offer, Manner of Acceptance Procedure for Guaranteed Delivery.

Miramar has agreed in the Support Agreement to: (i) permit all persons holding Options, which by their terms are otherwise currently exercisable or not, to exercise or surrender such Options, including, if permitted by the Exchanges, by causing the vesting thereof to be accelerated, by way of cashless exercise, which exercise may be conditional upon the Offeror taking up and paying for Common Shares under the Offer; and (ii) cause each outstanding Option that has not been exercised (including any conditional exercise as contemplated in (i) above) to be terminated, upon the take-up and payment by the Offeror pursuant to the Offer of such number of Common Shares that satisfies the Minimum Tender Condition.

**The Canadian and United States tax consequences to holders of Options of exercising their Options are not described in Section 18 of the Circular, Certain Canadian Federal Income Tax Considerations , nor in Section 19 of the Circular, Certain United States Federal Income Tax Considerations . Holders of Options should consult their tax advisors for advice with respect to potential income tax consequences to them in connection with the decision to exercise or not exercise their Options.**

## CURRENCY

All dollar references in the Offer and Circular are in Canadian dollars, except where otherwise indicated. On October 30, 2007, the Bank of Canada noon rate of exchange for the Canadian dollar, expressed in U.S. dollars was Canadian \$1.00 = United States \$1.05.

## STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in the accompanying Circular under Section 8, Purpose of the Offer and Plans for Miramar, Section 10, Source of Funds and Section 16, Acquisition of Common Shares not Deposited, in addition to certain statements contained elsewhere in the Offer and Circular, are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties that could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as plans, expects or intends, anticipates, or variations of such words and phrases or statements that certain actions, events or results may, could, should, would, might or will be taken, occur or be achieved. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Offeror and Newmont to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Important factors that could cause actual results to differ materially from the expectations of the Offeror and/or Newmont include, among other things, general business and economic conditions globally, commodity price volatility, industry trends, competition, changes in government and other regulation, including in relation to the environment, health and safety and taxation, labour relations and work stoppages, changes in political and economic stability, the failure to meet certain conditions of the Offer and/or the failure to obtain the required approvals or clearances from regulatory and other agencies and bodies on a timely basis or at all, the inability to successfully integrate Miramar's operations and programs with those of Newmont, incurring and/or experiencing unanticipated costs and/or delays or difficulties relating to the integration of Miramar into Newmont, disruptions in business operations due to reorganization activities and interest rate and foreign currency fluctuations. Neither the Offeror nor Newmont, nor any of its associates or respective directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this document will actually occur. Such forward-looking statements therefore should be construed in light of such factors and you are cautioned not to place undue reliance on these forward-looking statements.

Other than in accordance with its legal or regulatory obligations, neither the Offeror nor Newmont is under any obligation, and each of them expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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