

December 27, 2019

**VIA E-MAIL**

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, D.C. 20549

**Re: Newmont Goldcorp Corporation  
Stockholder Proposal on Clean Energy**

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White & Case LLP  
1221 Avenue of the Americas  
New York, NY 10020-1095  
T +1 212 819 8200

[whitecase.com](http://whitecase.com)

Ladies and Gentlemen:

On behalf of our client, Newmont Goldcorp Corporation (the “Company”), we write to inform you that the Company intends to exclude from its proxy statement and form of proxy for its 2020 Annual Meeting of Stockholders (collectively, the “2020 Proxy Materials”) a stockholder proposal and related supporting statement regarding clean energy (together, the “Proposal”) received from the New York State Common Retirement Fund (the “Proponent”) pursuant to Rule 14a-8(e)(2) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), because the Proponent failed to submit the Proposal to the Company prior to the submission deadline.

The Company respectfully requests that the Staff of the Division of Corporation Finance (the “Staff”) (i) concur with our view that the Company may properly omit the Proposal from its 2020 Proxy Materials in reliance on Rule 14a-8(e)(2) of the Exchange Act and (ii) waive the requirement under Rule 14a-8(j) of the Exchange Act that this letter be submitted at least 80 calendar days before the date the Company files its 2020 Proxy Materials with the Securities and Exchange Commission (the “Commission”) for good cause.

Pursuant to Staff Legal Bulletin No. 14D (November 7, 2008) (“SLB 14D”), we are submitting this letter and its attachments to the Staff via e-mail at [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov). In accordance with Rule 14a-8(j) of the Exchange Act, copies of this letter and its attachments are concurrently being sent to the Proponent as notice of the Company’s intent to exclude the Proposal from the 2020 Proxy Materials. Because the failure to timely submit a stockholder proposal is a deficiency that cannot be remedied, the Company has not provided to the Proponent the 14-day notice and opportunity to cure under Rule 14a-8(f)(1) of the Exchange Act. Rule 14a-8(f)(1) provides that a company is not required to provide a stockholder with notice of a deficiency in his proposal “if the deficiency cannot be remedied, such as if [the stockholder] fails to submit a proposal by the company’s properly determined deadline.”

We take this opportunity to inform the Proponent that if he elects to submit additional correspondence to the Commission or the Staff with respect to his Proposal, a copy of that correspondence should be furnished concurrently to

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the undersigned on behalf of the Company in accordance with Rule 14a-8(k) of the Exchange Act and SLB 14D.

## I. THE PROPOSAL

The Proposal provides:

Shareholders request that Newmont GoldCorp senior management, with oversight from the Board of Directors, issue a report (at reasonable cost, omitting proprietary information) describing if, and how, the company plans to reduce its total contribution to climate change in the long term. In the report, shareholders seek information, among other issues at board and management discretion, on the relative benefits or drawbacks of adopting quantitative, company-wide goals for increasing the company's use of renewable energy and energy efficiency (together, "clean energy") over the long term.

## II. BASIS FOR EXCLUSION

The Company may properly exclude the Proposal from the 2020 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Proposal was received after December 4, 2019, the deadline under Rule 14a-8 for submitting proposals for the Company's 2020 annual meeting of stockholders (the "2020 Annual Meeting"). The Company believes there are substantive bases, and there may be other procedural bases, for excluding the Proposal. However, because the Proponent has not satisfied the eligibility requirements of Rule 14a-8(e)(2), only such procedural matters are addressed in this letter. The Company reserves the right to raise additional bases for excluding the Proposal, including, but not limited to, substantive bases.

## III. BACKGROUND

The deadline to submit stockholder proposals to be included in the 2020 Proxy Materials was December 4, 2019. This deadline and the address of the Company's principal executive offices were publicly disclosed in the Company's Form 10-Q filed with the Commission on November 11, 2019. A copy of the relevant excerpt of the Company's Form 10-Q is attached hereto as Exhibit A.

On December 19, 2019, the Company received a letter from the Proponent, asking Ms. Logan Hennessey, the Company's Vice President, Associate General Counsel & Corporate Secretary, to include the Proposal in the Company's 2020 Proxy Materials in accordance with Rule 14a-8. A copy of the letter is attached hereto as Exhibit B. Promptly following receipt of the Proponent's letter, the Company informed the stockholder that the submission deadline for stockholder proposals was December 4, 2019, that its proposal was received 15 days past the deadline of December 4, 2019 and, therefore, that the Proposal, and any proposal received after such date, would not be included in the Company's 2020 Proxy Materials. A copy of the Company's response letter, dated December 26, 2019, is attached hereto as Exhibit C.

## IV. The Proposal May be Excluded Under Rule 14a-8(e)(2) Because the Proponent Failed to Submit the Proposal to the Company's Principal Executive Offices Prior to the Company's Properly Determined Deadline.

Rule 14a-8(e)(2) of the Exchange Act provides that a stockholder proposal submitted with respect to a company's regularly-scheduled annual meeting must be received at the company's principal executive offices

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not less than 120 calendar days before the date of the company's proxy statement released to stockholders in connection with the previous year's annual meeting. In accordance with Rule 14a-5(e) of the Exchange Act, the Company disclosed in its 2019 proxy statement such deadline for receipt of stockholder proposals for its 2020 Annual Meeting, as well as the address for submitting those proposals.

Rule 14a-8(e)(2) of the Exchange Act further provides, however, that if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials. Under such circumstances, Rule 14a-5(f) of the Exchange Act provides that the Company, in a timely manner, inform stockholders of such change, and of the new deadline referred to in 14a-8(e)(2) by including a notice, under Item 5, in its earliest possible quarterly report on Form 10-Q. On November 11, 2019, the Company announced in its quarterly report on Form 10-Q that its 2020 Annual Meeting would be held on April 21, 2020, which is 44 days earlier than the last year's meeting. In accordance with Rule 14a-5(f) of the Exchange Act, the Company concurrently, in the same filing, informed stockholders that the deadline for submitting any stockholder proposals for inclusion in the 2020 Proxy Materials was December 4, 2019, which is 20 days earlier than the previously announced deadline.

In prior no-action letters involving the Proponent the Staff has consistently permitted exclusion where the Proponent failed to abide by properly disclosed deadlines. *See, e.g., salesforce.com, inc.* (Mar. 24, 2017) (proposal received 70 days after the deadline); *Duke Energy Corporation* (Jan. 10, 2013) (proposal received three days after the deadline); and *Alpha Natural Resources, Inc.* (Mar. 5, 2012) (proposal received one day after the deadline); *see also Leidos Holdings, Inc.* (Mar. 27, 2017) (permitting exclusion on alternative grounds where the Proponent failed to abide by a deadline disclosed on the company's Form 8-K); and *Helmerich & Payne, Inc.* (Dec. 23, 2011) (the proposal was withdrawn after the company requested exclusion under 14a-8(e)(2)).

As in the letters cited above, we believe that the Proposal may properly be excluded from the Company's 2020 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Proposal was received at the Company's principal executive offices after the deadline for submitting stockholder proposals.

## V. REQUEST FOR WAIVER OF RULE 14A-8(J) DEADLINE

Rule 14a-8(j) requires a company to file its reasons for excluding a stockholder proposal from its proxy materials with the Commission no later than 80 calendar days before it files its definitive proxy materials unless the company demonstrates good cause for missing this deadline. Although the Company intends to file its definitive proxy materials promptly after March 6, 2020, which is less than 80 days from the date of this letter, we believe the Company has good cause for failing to meet this deadline. As discussed above, the Company did not receive the Proposal until December 19, 2019, which is less than 80 days before the Company intends to file its 2020 Proxy Materials. While the Company has reached out to the Proponent via telephone and left messages on December 23, 2019 and December 24, 2019, the Company is submitting this no-action request because of the limited time before the Company finalizes its proxy materials.

The Staff has noted that the most common basis for a company's showing of good cause is that the proposal was not submitted timely and the company did not receive the proposal until after the 80-day deadline had passed. *See Staff Legal Bulletin No. 14B* (Sept. 15, 2004). Additionally, the Staff has waived the deadline established in Rule 14a-8(j) under similar circumstances. *See, e.g., Leidos Holdings, Inc.* (Mar. 27, 2017);

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*salesforce.com, inc.* (Mar. 24, 2017); *TD Ameritrade Holding Corporation* (Dec. 14, 2016); *BioPharmX Corporation* (Jul. 27, 2016); *Air Products and Chemicals, Inc.* (Nov. 18, 2016); *Amphenol Corporation* (Apr. 15, 2016); *General Electric Company* (Mar. 3, 2016); *Great Basin Scientific Inc.* (Feb. 25, 2016); and *International Business Machines Corporation* (Feb. 19, 2016). Similar to the cited letters, the Company first received the Proposal from the Proponent on December 19, 2019, which is 15 days after the submission deadline.

Accordingly we believe that the Company has good cause for its inability to meet the 80-day deadline, and we respectfully request that the Staff waive the 80-day requirement with respect to this letter.

## VI. CONCLUSION

Based on the foregoing, we hereby respectfully request that the Staff concur with our view that the Company may properly omit the Proposal from its 2020 Proxy Materials in reliance on Rule 14a-8(e)(2) and also waive the requirement under Rule 14a-8(j) that this letter be submitted at least 80 calendar days before the date the Company files its 2020 Proxy Materials with the Commission. Should the Staff disagree with this conclusion, we would appreciate the opportunity to confer with the Staff prior to the issuance of the Staff's response.

Please do not hesitate to contact me at (212) 819-8509 or [djohansen@whitecase.com](mailto:djohansen@whitecase.com) if you have any questions or require any additional information.

Very truly yours,



**David Johansen**

Enclosures

cc: Nancy Lipson, Newmont Goldcorp Corporation  
Logan Hennessey, Newmont Goldcorp Corporation  
Kyle R. Seeley, State of New York, Office of the State Comptroller

**Exhibit A**

See attached.

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The operation of our U.S. based mine is subject to regulation by the Federal Mine Safety and Health Administration (“MSHA”) under the Federal Mine Safety and Health Act of 1977 (the “Mine Act”). MSHA inspects our mine on a regular basis and issues various citations and orders when it believes a violation has occurred under the Mine Act. Following passage of The Mine Improvement and New Emergency Response Act of 2006, MSHA significantly increased the numbers of citations and orders charged against mining operations. The dollar penalties assessed for citations issued has also increased in recent years.

Newmont is required to report certain mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K, and that required information is included in Exhibit 95 and is incorporated by reference into this Quarterly Report. It is noted that the Nevada mines owned by Nevada Gold Mines LLC, a joint venture between the Company (38.5%) and Barrick Gold Corporation (“Barrick”) (61.5%), are not included in the Company’s Exhibit 95 mine safety disclosure reporting as such sites are operated by our joint venture partner, Barrick.

**ITEM 5. OTHER INFORMATION.**

**2020 Annual Meeting of Stockholders**

The Company’s 2020 Annual Meeting of Stockholders will be held on April 21, 2020 (the “Annual Meeting”). At the Annual Meeting, stockholders will elect directors; approve, on an advisory basis, the compensation of the named executive officers; ratify the Audit Committee’s appointment of Ernst & Young LLP as our independent registered accounting firm for 2020; and transact such other business as may properly come before the meeting.

**Stockholder Proposal Deadlines**

The date of the Annual Meeting is more than 30 days from the anniversary date of the 2019 Annual Meeting of Stockholders and the Company is hereby informing stockholders of the updated deadlines for submitting any stockholder proposals in accordance with the rules and regulations promulgated by the SEC and the Company’s By-Laws. For a stockholder proposal to be included in the proxy statement and form of proxy for the Annual Meeting, the proposal must have been received by the Corporate Secretary of the Company at our principal executive offices no later than December 4, 2019. Stockholder proposals must conform to, and include the information required by, SEC Rule 14a-8. Notice of director nominees submitted under our By-Laws’ proxy access provisions must be received by the Corporate Secretary of the Company by no earlier than November 24, 2019, and no later than December 24, 2019. In addition, under our By-Laws, stockholders not using proxy access in connection with director nominations must give advance notice of nominations for directors or other business to be addressed at the Annual Meeting and such notice must be received by the Corporate Secretary of the Company at the principal executive offices of the Company no earlier than the close of business on January 22, 2020, and no later than February 21, 2020. The notice of director nominees and the advance notice must include the information required by our By-Laws, which are available on our website at <https://www.newmontgoldcorp.com/about/governance-ethics/>. Mailings to the Corporate Secretary of the Company should be addressed to the attention of Logan Hennessey at the Company’s principal executive offices at 6363 South Fiddler’s Green Circle, Greenwood Village, Colorado 80111 USA.

**ITEM 6. EXHIBITS.**

<b>Exhibit Number</b>	<b>Description</b>
10.1*	- <a href="#">Section 16 Officer and Senior Executive Annual Incentive Compensation Program of Registrant, effective January 1, 2019. Filed herewith.</a>
31.1	- <a href="#">Certification Pursuant to Rule 13A-14 or 15-D-14 of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 signed by the Principal Executive Officer, filed herewith.</a>
31.2	- <a href="#">Certification Pursuant to Rule 13A-14 or 15-D-14 of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 signed by the Principal Financial Officer, filed herewith.</a>
32.1	- <a href="#">Statement Required by 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 signed by the Principal Executive Officer, furnished herewith.</a>

**Exhibit B**

See attached.

THOMAS P. DiNAPOLI  
STATE COMPTROLLER



STATE OF NEW YORK  
OFFICE OF THE STATE COMPTROLLER

December 19, 2019

Mr. Logan Hennessey  
Corporate Secretary  
Newmont Goldcorp Corporation  
6363 South Fiddler's Green Circle  
Greenwood Village Colorado 80111

Dear Mr. Hennessey,

The Comptroller of the State of New York, Thomas P. DiNapoli, is the trustee of the New York State Common Retirement Fund (the "Fund") and the administrative head of the New York State and Local Retirement System. The Comptroller has authorized me to inform of his intention to offer the enclosed shareholder proposal for consideration of stockholders at the next annual meeting.

I submit the enclosed proposal to you in accordance with rule 14a-8 of the Securities Exchange Act of 1934 and ask that it be included in your proxy statement.

A letter from J.P. Morgan Chase, the Fund's custodial bank verifying the Fund's ownership of Newmont Mining Corporation shares, continually for over one year, is enclosed. The Fund intends to continue to hold at least \$2,000 worth of these securities through the date of the annual meeting.

We would be happy to discuss this initiative with you. Should the Newmont Mining Corporation board decide to endorse its provisions as company policy, the Comptroller will ask that the proposal be withdrawn from consideration at the annual meeting. Please feel free to contact Patrick Doherty at 212-383-2506 and/or email at [corpgov@osc.ny.gov](mailto:corpgov@osc.ny.gov) should you have any further questions on this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Kyle R. Seeley".

Kyle R. Seeley  
Corporate Governance and ESG Officer

Enclosures

## **Newmont GoldCorp Clean Energy for Climate Protection Resolution**

**Resolved:** Shareholders request that Newmont GoldCorp senior management, with oversight from the Board of Directors, issue a report (at reasonable cost, omitting proprietary information) describing if, and how, the company plans to reduce its total contribution to climate change in the long term. In the report, shareholders seek information, among other issues at board and management discretion, on the relative benefits or drawbacks of adopting quantitative, company-wide goals for increasing the company's use of renewable energy and energy efficiency (together, "clean energy") over the long term.

**Supporting Statement:** By considering the benefits of setting goals to increase usage of clean energy, and adopt other measures the company deems feasible, Newmont could prepare to take practical steps to reduce emissions that contribute to climate change.

The Intergovernmental Panel on Climate Change's October 2018 report, *Global warming of 1.5 Degrees C* estimates that a 45% reduction in anthropogenic greenhouse gas (GHG) emissions globally is needed (from 2010 levels) by 2030 to avoid the worst impacts of climate change.

Energy use is significant for Newmont because it consumed 49.2 million gigajoules of energy in 2018 from various sources; the company's 10-K says that its projects "require significant amounts of energy." Newmont has set a GHG emissions reduction goal through 2020, but the company lacks any GHG emissions reduction goals beyond 2020. Setting long-term goals for increased use of clean energy and other GHG-reducing measures could serve as a practical step toward aligning Newmont with global efforts to limit climate change insulating our company from regulatory uncertainty, and positioning Newmont as contributing to climate solutions, producing reputational benefits.

Newmont's sustainability report notes laudable initiatives related to clean energy, but lacks long-term public goals for reducing GHG emissions through clean energy usage. As such, the company lags many peers. 3M, Dalmia Cement, GM, Kingspan, and Tata Motors are among the over 200 leading global companies who have publicly committed to 100% renewables.

Clean energy is a practical tool to reduce GHG emissions that could also benefit Newmont's bottom line. Nationally, the US Energy Information Association reports the average cost of electricity is \$0.11/kWh for commercial customers in 2019. By contrast, Bloomberg New Energy Finance's 2018 *Sustainable Energy in America Factbook* reports "the most competitive power purchase agreements (PPAs) came in at just over [\$0.02/kWh] for solar, while wind PPAs ... averaged an estimated [\$0.017/kWh] in 2017." Likewise, a 2018 Lawrence Berkeley National Laboratory study found the cost of saved energy for commercial and industrial customers in states with utility-funded efficiency programs was \$0.028/kWh. This business case is stronger still in the many remote locations where the company operates.

Accordingly, we urge Newmont to report on if, and how, it will adopt long-term clean energy sourcing goals.

# J.P.Morgan

Miriam G. Awad  
Vice President  
CIB Client Service Americas

December 19, 2019

Mr. Logan Hennessey  
Corporate Secretary  
Newmont Goldcorp Corporation  
6363 South Fiddler's Green Circle  
Greenwood Village, Colorado

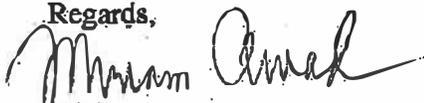
Dear Mr. Hennessey,

This letter is in response to a request by The Honorable Thomas P. DiNapoli, New York State Comptroller, regarding confirmation from JP Morgan Chase that the New York State Common Retirement Fund has been a beneficial owner of Newmont Goldcorp Corporation continuously for at least one year as of and including December 19, 2019.

Please note that J.P. Morgan Chase, as custodian for the New York State Common Retirement Fund, held a total of 1,482,850 shares of common stock as of December 19, 2019 and continues to hold shares in the company. The value of the ownership stake continuously held by the New York State Common Retirement Fund had a market value of at least \$2,000.00 for at least twelve months prior to, and including, said date.

If there are any questions, please contact me at (212) 623 8481.

Regards,



Miriam Awad

cc: Patrick Doherty - NYSCRF  
Kyle Seeley - NYSCRF  
John White - NYSCRF

**Exhibit C**

See attached.



Newmont Goldcorp Corporation  
6363 South Fiddlers Green Circle  
Greenwood Village, CO 80111  
[www.newmontgoldcorp.com](http://www.newmontgoldcorp.com)

December 26, 2019

**VIA EMAIL**

Mr. Kyle R. Seeley  
Corporate Governance and ESG Officer  
State of New York, Office of the State Comptroller  
59 Maiden Lane  
New York, NY 10038

Re: *Newmont Goldcorp Corporation,  
Shareholder Proposal on Clean Energy*

Dear Mr. Seeley,

This letter is submitted in response to your letter dated December 19, 2019 (the “Letter”), with respect to a stockholder proposal on clean energy and related supporting statement (the “Proposal”). I called the number indicated in your Letter and left voice messages on both December 23 and 24. In the interest of time, I am also following-up with this response and our legal counsel, White & Case, will submit a no-action letter to the SEC with respect to the same.

In the Letter, you requested that Newmont Goldcorp Corporation (the “Company”) include your stockholder proposal in its proxy statement in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

In accordance with Rule 14a-8(e)(2) of the Exchange Act, the deadline to submit stockholder proposals for inclusion in the Company’s 2020 proxy statement, which was December 4, 2019, was set forth in the Company’s Form 10-Q filed with the Securities and Exchange Commission on November 11, 2019. Rule 14a-8(e)(1) of the Exchange Act provides that, “if the company [...] has changed the date of its meeting for this year more than 30 days from last year’s meeting, you can usually find the deadline in one of the company’s quarterly reports on Form 10-Q.” On November 11, 2019, the Company announced in its quarterly report on Form 10-Q that its 2020 Annual Meeting of Stockholders (the “Annual Meeting”) would be held on April 21, 2020, which is more than 30 days from the last year’s meeting.

Accordingly, the Company informed stockholders that the deadline for submitting any stockholder proposals for inclusion in the proxy statement would be December 4, 2019. As such, to include your proposal in the proxy statement, the Company would have had to receive the Proposal by the December 4, 2019 deadline.

The Company received the Letter and the Proposal on December 19, 2019, which is 15 days past the December 4, 2019 deadline and, as a result, the Proposal cannot be included in its proxy statement.

The Company may properly exclude the Proposal from the 2020 proxy statement pursuant to Rule 14a-8(e)(2) because the Proposal was received after December 4, 2019, the deadline under Rule 14a-8 for submitting proposals for the Company's 2020 annual meeting of shareholders. The Company believes there are substantive bases, and there may be other procedural bases, for excluding the Proposal. However, because the Proponent has not satisfied the eligibility requirements of Rule 14a-8(e)(2), only such procedural matters are addressed in this letter. The Company reserves the right to raise additional bases for excluding the Proposal, including, but not limited to, substantive bases.

Please do not hesitate to contact me if you have any questions or require any additional information. As mentioned, we would welcome the opportunity to engage in discussions with your team regarding our disclosure approach and your priorities and/or concerns.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Logan Hennessey".

Logan Helen Hennessey  
Vice President, Associate General Counsel &  
Corporate Secretary

cc:

Office of the Chief Counsel, Division of Corporation Finance, Securities and Exchange Commission  
Laura Sizemore and David Johansen, White & Case LLP  
Nancy Lipson, Executive Vice President & General Counsel, Newmont Goldcorp Corporation