

# Newmont Corporation Announces Early Results of the Tender Offers for Any and All of its 3.700% Notes due 2023 and Goldcorp's 3.700% Notes due 2023 and Related Consent Solicitations

18.12.2021 | [Business Wire](#)

[Newmont Corp.](#) (NYSE: NEM, TSX: NGT) (Newmont or the Company) announced today the early results of the previously announced offers to purchase for cash any and all of the outstanding (i) 3.700% Notes due 2023 (the "Newmont Notes") issued by Newmont (the "Newmont Notes Offer") and (ii) 3.700% Notes due 2023 (the "Goldcorp Notes" and, together with the Newmont Notes, the "Notes") issued by [Goldcorp Inc.](#), a wholly-owned subsidiary of Newmont ("Goldcorp") (the "Goldcorp Notes Offer" and, together with the Newmont Notes Offer, the "Offers" and each, an "Offer").

The terms and conditions of the Offers and the Consent Solicitations are described in the Offer to Purchase and Consent Solicitation Statement, dated December 6, 2021 (the "Offer to Purchase"), previously distributed to holders of the Notes.

Newmont has been advised that as of 5:00 p.m., New York City time, on December 17, 2021 (such date and time, the "Early Tender Deadline"), (i) \$89,459,000 in aggregate principal amount of the Newmont Notes had been validly tendered (and not validly withdrawn) pursuant to the Newmont Notes Offer and delivered consents pursuant to the Newmont Notes Consent Solicitation, representing approximately 28% of the outstanding Newmont Notes, and (ii) \$4,003,000 in aggregate principal amount of the Goldcorp Notes had been validly tendered (and not validly withdrawn) pursuant to the Goldcorp Notes Tender Offer and delivered consents pursuant to the Goldcorp Notes Consent Solicitation, representing approximately 4% of the outstanding Goldcorp Notes. Newmont intends to purchase all Notes validly tendered (and not validly withdrawn) at or prior to the Early Tender Deadline on December 20, 2021 or as promptly as practicable thereafter (the "Early Settlement Date").

Newmont has not obtained the Requisite Consents for the execution of supplemental indentures to amend the applicable indentures governing the Notes, as set forth in the Offer to Purchase. Accordingly, supplemental indentures to the applicable indentures governing the Notes will not be executed. Any Notes not tendered and purchased pursuant to the Offers will remain outstanding and will be governed by the terms of the applicable indentures governing the Notes.

Holders who validly tendered (and did not validly withdraw) their Notes at or prior to the Early Tender Deadline will be eligible to receive the applicable total consideration (the "Total Consideration") for such series of Notes, which includes an early tender payment of \$50.00 per \$1,000 principal amount of Notes of such series validly tendered (and not validly withdrawn) and accepted for purchase pursuant to the applicable Offer (the "Early Tender Payment"). Holders who validly tendered (and did not validly withdraw) Notes at or prior to the Early Tender Deadline will receive the Total Consideration equal to (i) \$1,037.27 per \$1,000 principal amount of Newmont Notes and (ii) \$1,037.27 per \$1,000 principal amount of Goldcorp Notes, in each case, as calculated in the manner described in the Offer to Purchase. In addition to the applicable Total Consideration for such series of Notes, holders of Notes of such series accepted for purchase pursuant to the applicable Offer will receive accrued and unpaid interest on the Notes accepted for purchase pursuant to the applicable Offer from and including the most recent interest payment date to, but excluding, the Early Settlement Date.

Holders of Notes of each series who have not yet tendered their Notes of such series have until 11:59 p.m., New York City time, on January 4, 2022 (such date and time, as the same may be extended, the "Expiration Time"), to tender their Notes pursuant to the applicable Offer. Holders of the Notes who validly tender their

Notes following the Early Tender Deadline, but on or prior to the Expiration Time, will be eligible to receive the applicable "Tender Offer Consideration" for such series of Notes, which is an amount equal to the applicable Total Consideration less the applicable Early Tender Payment. In addition to the applicable Tender Offer Consideration for such series of Notes, holders of Notes of such series accepted for purchase pursuant to the applicable Offer will receive accrued and unpaid interest on the Notes accepted for purchase pursuant to the applicable Offer from and including the most recent interest payment date to, but excluding, the final settlement date.

Newmont's obligation to accept for purchase, and to pay for, the Notes that are validly tendered (and not validly withdrawn) pursuant to the Offers is subject to the satisfaction or waiver by Newmont of certain conditions to the Offers set forth in the Offer to Purchase, including the issuance and sale of debt securities by Newmont on terms satisfactory to Newmont that will generate net proceeds in an amount that is sufficient to finance the purchase of the Notes validly tendered and accepted for purchase on or prior to the Early Settlement Date.

Notes that are not tendered and accepted for payment pursuant to the Offer will remain obligations of Newmont or Goldcorp, as applicable. There is no requirement in the indentures governing the Notes or otherwise that Newmont or Goldcorp redeem any Notes, and unless redeemed, such Notes will continue to remain outstanding. Newmont and Goldcorp currently intend to send a notice of redemption to redeem any Notes that remain outstanding after the Early Settlement Date.

This press release does not constitute a notice of redemption under the optional redemption provisions of the Indentures. Any notice of redemption of the Notes will be delivered pursuant to separate notices of redemption delivered in accordance with the terms of the applicable indenture.

The complete terms and conditions of the Offers and Consent Solicitations are set forth in the Offer to Purchase that has been sent to holders of the Notes.

BMO Capital Markets Corp., Credit Suisse Securities (USA) LLC, Goldman Sachs & Co. LLC and J.P. Morgan Securities LLC are acting as Dealer Managers for the Offers and Solicitation Agents for the Consent Solicitations. Persons with questions regarding the Offers and Consent Solicitations should contact BMO Capital Markets Corp. toll-free at (833) 418-0762 or collect at (212) 702-1840, Credit Suisse Securities (USA) LLC toll-free at (800) 820-1653 or collect at (212) 325-7823, Goldman Sachs & Co. LLC toll-free at (800) 828-3182 (toll-free) or collect at (212) 902-6351 and J.P. Morgan Securities LLC toll free at (866) 834-4666 or collect at (212) 834-4045. Requests for documents should be directed to D.F. King & Co., Inc., the Tender and Information Agent for the Offers and Consent Solicitations, at (212) 269-5550 (for banks and brokers) or (800) 549-6746 (for noteholders), or via the following web address: [www.dfking.com/newmont](http://www.dfking.com/newmont).

This press release is for informational purposes only and is not an offer to purchase or a solicitation of an offer to purchase with respect to any of the Notes. The Offers and Consent Solicitations are being made pursuant to the tender offer documents, including the Offer to Purchase that the Company is distributing to holders of the Notes. The Offers and Consent Solicitations are not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities or other laws of such jurisdiction. None of the Company, the Dealer Managers and Solicitation Agents, the Tender and Information Agent or their respective affiliates is making any recommendation as to whether or not holders should tender all or any portion of their Notes in the Offers and Consent Solicitations.

#### About Newmont

Newmont is the world's leading gold company and a producer of copper, silver, zinc and lead. The Company's world-class portfolio of assets, prospects and talent is anchored in favorable mining jurisdictions in North America, South America, Australia and Africa. 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. The Company is an industry leader in value creation, supported by robust safety standards, superior execution and technical expertise. Newmont was founded in 1921 and has been publicly traded since 1925.

At Newmont, our purpose is to create value and improve lives through sustainable and responsible mining. To learn more about Newmont's sustainability strategy and initiatives, visit us at [www.newmont.com](http://www.newmont.com).

## Legal Cautionary Statement:

This press release contains "forward-looking statements." 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 events or results to differ materially from future events or results expressed, projected or implied by the forward-looking statements. Forward-looking statements often address Newmont's expected future business, financial performance and financial condition and often contain words such as "anticipate," "intend," "plan," "will," "would," "estimate," "expect," "believe," "target," "indicative," "preliminary" or "potential." Such forward-looking statements may include, without limitation, statements regarding expected closing date for an offering of Newmont's debt securities and the use of proceeds from such offering.

Estimates or expectations of future events or results are based upon certain assumptions, which may prove to be incorrect. Such assumptions include, without limitation: (i) there being no significant change to current geotechnical, metallurgical, hydrological and other physical conditions; (ii) permitting, development, operations and expansion of operations and projects being consistent with current expectations and mine plans, including, without limitation, receipt of export approvals; (iii) political developments in any jurisdiction in which Newmont operates being consistent with its current expectations; (iv) certain exchange rate assumptions being approximately consistent with current levels; (v) certain price assumptions for gold, copper, silver, zinc, lead and oil; (vi) prices for key supplies being approximately consistent with current levels; (vii) the accuracy of current mineral reserve and mineralized material estimates; (viii) other planning assumptions; and (ix) the timely satisfaction of closing conditions and receipt of approvals in connection with pending divestitures.

For a more detailed discussion of risks and other factors that might impact future looking statements, see Newmont's Annual Report on Form 10-K for the year ended December 31, 2020, Quarterly Report on Form 10-Q for the quarter ended September 30, 2021, as well as Newmont's registration statement on Form S-3ASR (No. 333-258097) relating to the issuance of its debt securities, under the headings "Risk Factors", which are filed with the U.S. Securities and Exchange Commission (the "SEC") and available on the SEC website or [www.newmont.com](http://www.newmont.com), as well as the Company's other SEC filings. The Company does not undertake any obligation to release publicly revisions to any "forward-looking statement", 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.

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Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/402716--Newmont-Corporation-Announces-Early-Results-of-the-Tender-Offers-for-Any-and-All-of-its-3.700Prozent-Notes-d>

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