

ROYAL GOLD INC  
Form 8-K  
November 21, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 15, 2011

ROYAL GOLD, INC.

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(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation)                           | 001-13357<br>(Commission<br>File Number) | 84-0835164<br>(IRS Employer<br>Identification No.) |
| 1660 Wynkoop Street, Suite 1000, Denver, CO<br>(Address of principal executive offices) |  | 80202-1132<br>(Zip Code)                           |

Registrant's telephone number, including area code 303-573-1660

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 5.05 Amendments to Registrant’s Code of Ethics, or Waiver of a Provision of the Code of Ethics

On November 15, 2011, the Board of Directors approved an amendment to the Code of Business Conduct and Ethics (the “Code”) of Royal Gold, Inc. (the “Company”) to provide additional language regarding anti-bribery laws and to make other non-substantive amendments. A copy of the revised Code is available at the Company’s website at <http://www.royalgold.com>.

Item 5.07 Submission to Matters to a Vote of Security Holders

The Annual Meeting of Stockholders of Royal Gold, Inc. was held in Denver, Colorado, on November 16, 2011. At that meeting, the stockholders of the Company, and the holders of exchangeable shares of RG Exchangeco Inc., a wholly-owned subsidiary of the Company, that are entitled to the same voting rights as the Company’s common stock (“Exchangeable Shares”), considered and acted upon the following proposals:

Proposal No. 1: Election of Directors. By the vote reflected below, the stockholders and holders of Exchangeable Shares elected the following individuals as Class III directors to serve until the 2014 Annual Meeting of Stockholders or until each such director’s successor is elected and qualified:

| Director       | For        | Against | Abstain | Broker Non-Votes |
|----------------|------------|---------|---------|------------------|
| M. Craig Haase | 34,483,745 | 566,546 | 26,182  | 12,914,452       |
| S. Oden Howell | 34,431,541 | 618,195 | 26,737  | 12,914,452       |

Proposal 2: Ratification of Appointment of Independent Registered Accountants. By the vote reflected below, the stockholders and holders of Exchangeable Shares ratified the appointment of Ernst & Young LLP as independent registered public accountants:

|            | For        | Against    | Abstain |
|------------|------------|------------|---------|
| Proposal 2 | 37,607,204 | 10,312,455 | 71,366  |

Proposal 3: Advisory Vote on Compensation of the Named Executive Officers. By the vote reflected below, the the stockholders and holders of Exchangeable Shares approved, by a nonbinding advisory vote, compensation paid to the Company’s named executive officers:

|            | For        | Against | Abstain   | Broker Non-Votes |
|------------|------------|---------|-----------|------------------|
| Proposal 3 | 33,448,589 | 392,636 | 1,235,248 | 12,914,452       |

Proposal 4: Advisory Vote on Frequency of Stockholders Votes on Executive Compensation. By the vote reflected below, the stockholders and holders of Exchangeable Shares recommended, by a nonbinding advisory vote, that an advisory vote on compensation of named executive officers be held every year:

|            | 1 Year     | 2 Years | 3 Years   | Abstain   | Broker<br>Non-Votes |
|------------|------------|---------|-----------|-----------|---------------------|
| Proposal 4 | 31,268,998 | 88,468  | 2,289,905 | 1,429,102 | 12,914,452          |

Based on these results, and consistent with the recommendation of the Company's Board of Directors, the Board of Directors has determined that the Company will hold a stockholder advisory vote on compensation of its named executive officers once every year until the next required advisory vote on the frequency of stockholder votes on executive compensation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Royal Gold, Inc.  
(Registrant)

|        |   |
|--------|---|
| By:    | /s/ Karen Gross                         |
| Name:  | Karen Gross                             |
| Title: | Vice President & Corporate<br>Secretary |

Dated: November 21, 2011

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