

ROYAL GOLD INC  
Form S-8  
December 22, 2010

As filed with the Securities and Exchange Commission on December 22, 2010

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**ROYAL GOLD, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or  
organization)

**84-0835164**  
(IRS Employer Identification No.)

**1660 Wynkoop Street, Suite 1000**

**80202**

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**Denver, CO**  
(Address of Principal Executive Offices)

(Zip Code)

**ROYAL GOLD, INC. 2004 OMNIBUS LONG-TERM INCENTIVE PLAN**

(Full title of the plan)

**Copy to:**

**Bruce C. Kirchhoff**

Vice President and General Counsel

Royal Gold, Inc.

1660 Wynkoop Street, Suite 1000

Denver, CO 80202

(303) 573-1660

(Name, address and telephone number, including area code, of agent for service)

**Paul Hilton, Esq.**

Hogan Lovells US LLP

One Tabor Center, Suite 1500

1200 Seventeenth Street

Denver, Colorado 80202

(303) 899-7300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer  x

Accelerated filer  o

Non-accelerated filer  o  
(do not check if a smaller reporting company)

Smaller Reporting Company  o

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee (4)
Common Stock, par value \$0.01 per share ( Common Stock ) (1)	1,300,000 \$	54.16 \$	70,408,000 \$	5,020.09

(1) Includes rights to purchase Series A Junior Participating Preferred Stock which, prior to the occurrence of certain events, will not be exercisable or evidenced separately from the Common Stock. As a result, such purchase rights do not carry a separate price or necessitate an additional registration fee.

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(2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to employee benefit plan(s) described herein.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933 (the Act ), based upon the average of the high and low sales prices reported for the Registrant's common stock on NASDAQ Global Select Market on December 21, 2010.

(4) Calculated pursuant to Section 6(b) of the Securities Act.

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**EXPLANATORY NOTE**

This Registration Statement is filed by Royal Gold, Inc. (the Company or the Registrant ) to register 1,300,000 additional shares of common stock and associated rights to purchase Series A Junior participating preferred stock issuable pursuant to the Royal Gold, Inc. 2004 Omnibus Long-Term Incentive Plan (the Plan ) in accordance with General Instruction E to Form S-8. The contents of earlier Registration Statements on Form S-8 filed with respect to the Plan, as filed with the Securities and Exchange Commission on November 14, 2008 (Registration Statement No. 333-155384) and February 17, 2005 (Registration No. 333-122877) are, to the extent not modified herein, hereby incorporated by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents and all other documents subsequently filed with the Commission by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment that indicates that all the shares of common stock offered hereby have been sold or that deregisters all such shares of common stock then remaining unsold, shall be deemed incorporated by reference herein and to be a part of this registration statement from the date of filing of such documents:

- (a) the Registrant's annual report on Form 10-K for its fiscal year ended June 30, 2010, filed with the Commission on August 26, 2010;
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, filed November 5, 2010;
- (c) The Registrant's Current Reports on Form 8-K as filed August 26, 2010, September 1, 2010, September 15, 2010, October 20, 2010, October 29, 2010, November 5, 2010, November 17, 2010 and November 23, 2010 (except for portions of such reports which were deemed to be furnished and not filed);
- (d) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form S-3/ASR filed November 5, 2007, and any amendment or report filed with the Commission for the purpose of updating such description; and
- (e) The description of the Registrant's Preferred Stock Purchase Rights contained in the Registrant's Registration Statement on Form 8-A filed on September 12, 1997, as amended by the Registrant's Registration Statement on Form 8-A/A filed September 10, 2007, and any amendment or report filed with the Commission for the purpose of updating such description.

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Any statement contained herein or in a document incorporated or deemed to be incorporated by reference shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such prior statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this registration statement, except as so modified or superseded.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
4.1	Royal Gold, Inc. 2004 Omnibus Long-Term Incentive Plan (filed as exhibit 10.1 of Form 8-K of Royal Gold, Inc. filed on November 5, 2010 and incorporated by reference herein).
5.1	Opinion of Hogan Lovells US LLP with respect to the legality of the common stock registered hereby.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm, with respect to the Registrant.
23.2	Consent of Hogan Lovells US LLP (contained in its opinion filed herewith as Exhibit 5.1).
24.1	Power of Attorney (included on the signature page to this registration statement).

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933; (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

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(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is

asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on this 22nd day of December, 2010

**ROYAL GOLD, INC.**

By: /s/ Tony Jensen  
 Name: Tony Jensen  
 Title: President, Chief Executive Officer and Director

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Bruce C. Kirchhoff and Karen Gross, and each of them, his/her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to sign, execute and file with the Securities and Exchange Commission (or any other governmental or regulatory authority), for us and in our names in the capacities indicated below, a registration statement on Form S-8 (including all amendments thereto) with all exhibits and any and all documents required to be filed with respect thereto, granting unto said attorneys-in-fact and agents and each of them, full power and authority to do and to perform each and every act and thing necessary or desirable to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as he/she himself/herself might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Tony Jensen Tony Jensen	Director, President and Chief Executive Officer (Principal Executive Officer)	December 22, 2010
/s/ Stefan Wenger Stefan Wenger	Chief Financial Officer and Treasurer (Principal Financial Officer)	December 22, 2010
/s/ Stanley Dempsey Stanley Dempsey	Chairman	December 22, 2010
/s/ M. Craig Haase M. Craig Haase	Director	December 22, 2010
/s/ William Hayes William Hayes	Director	December 22, 2010
/s/ S. Oden Howell, Jr. S. Oden Howell, Jr.	Director	December 22, 2010
/s/ James W. Stuckert James W. Stuckert	Director	December 22, 2010
/s/ Donald Worth	Director	December 22, 2010

Donald Worth

**EXHIBIT INDEX**

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\* Filed herewith.