

ROYAL GOLD INC
Form 8-A12B
November 09, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934
ROYAL GOLD, INC.**

(Exact name of registrant as specified in its charter)

Delaware

84-0835164

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

1660 Wynkoop Street, Suite 1000, Denver, CO

80202-1132

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

7.25% Mandatory Convertible Preferred Stock

Nasdaq Global Select Market

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. o

Securities Act registration statement file number to which this form relates: 333-147137

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities To Be Registered

The description of the 7.25% Mandatory Convertible Preferred Stock of Royal Gold, Inc. (Royal Gold) is set forth in the prospectus supplement dated November 5, 2007 to Royal Gold's registration statement on Form S-3 (Registration No. 333-147137), as filed with the Securities and Exchange Commission (SEC) on November 5, 2007, pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended, which description is incorporated herein by reference. Any form of prospectus supplement or prospectus or any amendment to the Registration Statement that includes such description and that is subsequently filed by the Company is hereinafter incorporated by reference herein.

Item 2. Exhibits.

- 3.1 Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to Royal Gold's Current Report on Form 8-K filed on September 21, 2005).
 - 3.2 Certificate of Amendment to the Restated Certificate of Incorporation of Royal Gold, Inc.
 - 3.3 Form of Certificate of Designations setting forth the specific rights, preferences, limitations, restrictions and other terms and conditions of the 7.25% Mandatory Convertible Preferred Stock (Incorporated by reference to Exhibit 3.1 to Royal Gold's Current Report on Form 8-K filed on November 6, 2007).
 - 3.4 Certificate of Amendment to the Certificate of Designations of 7.25% Mandatory Convertible Preferred Stock of Royal Gold, Inc.
 - 3.5 Amended and Restated Bylaws (Incorporated by reference to Exhibit 3.1 to Royal Gold's Current Report on Form 8-K filed on August, 29, 2007).
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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

ROYAL GOLD, INC.

Date: November 9, 2007

By: /s/ Bruce C. Kirchhoff

Name: Bruce C. Kirchhoff

Title: Vice President and General Counsel

EXHIBIT INDEX

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