

ISHARES COMEX GOLD TRUST
Form 8-A12B
December 04, 2008

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 (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

iShares[®] COMEX[®] Gold Trust

(Exact name of registrant as specified in its charter)

New York
(State of incorporation

or organization)

c/o Barclays Global Investors International, Inc.

81-6124036
(I.R.S. Employer

Identification No.)

CA 94105

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400 Howard Street, San Francisco

Attn: BGI's Product Management Team, Intermediary Investors
and Exchange-Traded Products Department
(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 Shares of the iShares® COMEX® Gold Trust | Name of each exchange on which each class is to be registered NYSE Arca, Inc. |
|--|---|
|--|---|

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.

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.

Securities Act registration statement file number to which this form relates: Not Applicable (if applicable)

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

None

(Title of class)

(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The description contained under the heading "Description of the iShares and the Trust Agreement" in the prospectus that forms part of the Registration Statement No. 333-140874, initially filed with the Commission on February 26, 2007, as amended on May 29, 2008, and as may be amended from time to time after the date hereof, is hereby incorporated by this reference and made a part of this filing.

Item 2. Exhibits.

None.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

iShares® COMEX® Gold Trust*

Date: December 3, 2008

By: Barclays Global Investors International, Inc.

Sponsor of the iShares® COMEX® Gold Trust

By: /s/ LEE T. KRANEFUSS
Name: Lee T. Kranefuss
Title: Chief Executive Officer

By: /s/ MICHAEL A. LATHAM
Name: Michael A. Latham
Title: Chief Financial Officer

* The registrant is a trust. The individuals specified above are signing in their capacities as officers of Barclays Global Investors International, Inc., the sponsor of the trust.