

# ROYAL GOLD INC

## FORM 8-K (Current report filing)

Filed 01/22/08 for the Period Ending 01/15/08

Address	1660 WYNKOOP STREET SUITE 1000 DENVER, CO 80202-1132
Telephone	3035731660
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SIC Code	6795 - Mineral Royalty Traders
Industry	Gold & Silver
Sector	Basic Materials
Fiscal Year	06/30

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) January 15, 2008

**ROYAL GOLD, INC.**

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(Exact name of registrant as specified in its charter)

Delaware	001-13357	84-0835164
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
1660 Wynkoop Street, Suite 1000, Denver, CO		80202-1132
(Address of principal executive offices)		(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 5.02    Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On January 15, 2008, the Board of Directors of Royal Gold, Inc. (the “Board”) appointed William Hayes to serve on the Board. Mr. Hayes will be compensated as a non-employee director of Royal Gold for his service as a director, including an annual retainer of \$20,000, board meeting fees of \$1,000 per meeting, and an annual grant of 2,500 restricted shares of Royal Gold common stock.

For 18 years, Mr. Hayes served in various officer capacities for Placer Dome, Inc. or its subsidiaries, including most recently from 1999 to 2006, as Executive Vice President for Placer Dome, Inc. for USA and Latin America and as Executive Vice President for Placer Dome, Inc. for Project Development and Corporate Affairs. In 2006, Placer Dome merged with Barrick Gold Corporation. Currently, Mr. Hayes is a member of the board of directors of Antofagasta PLC, with interests in mining, transportation and commercial/retail water transportation and sales, publicly traded on the London Stock Exchange, Antofagasta Minerals, the mining division of Antofagasta PLC, with copper mining and explorations operations in Chile, Bolivia and Peru, and Tethyan Copper Company, a joint venture between Antofagasta and Barrick Gold Corporation. Mr. Hayes also serves as an advisor to the Calista Native Corporation, an Alaskan regional corporation.

A copy of the press release announcing the appointment of Mr. Hayes is filed herewith as Exhibit 99.1 and incorporated by reference into this Item 5.02.

**Item 5.03    Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On January 15, 2008, the Board approved an amendment to Royal Gold's Amended and Restated Bylaws (the “Bylaws”) which became effective as of the same date. The amendment increases the maximum number of directors on the Board from eight to nine. The full text of the amendment to the Amended and Restated Bylaws described above is attached hereto as Exhibit 3.1 to this Current Report on Form 8-K and included herein by reference.

**Item 9.01    Financial Statements and Exhibits**

(d) Exhibits

3.1	Amendment No. 1 to Amended and Restated Bylaws of Royal Gold, Inc.
99.1	Press Release dated January 22, 2008

## 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 and Corporate Secretary

Dated: January 22, 2008

## Exhibit Index

### Exhibit No.

3.1	Amendment No. 1 to Amended and Restated Bylaws of Royal Gold, Inc.
99.1	Press Release dated January 22, 2008

**AMENDMENT NO. 1  
TO  
AMENDED AND RESTATED BYLAWS  
OF  
ROYAL GOLD, INC.**

Article III, Section 2, of the Amended and Restated Bylaws of Royal Gold, Inc., a Delaware corporation, is amended and restated in its entirety to read:

"Section 2. Number, Tenure and Qualifications. The board of directors of the Corporation shall consist of such number of directors as may be determined from time to time by the board, but such number shall not be less than three nor more than nine. Directors shall be divided into three classes and elected as provided in Article Seventh of the certificate of incorporation at each annual meeting of stockholders, except as provided in Section 3 of this Article. Each director shall hold office until his successor shall have been elected and qualified or until his earlier death, resignation or removal. Directors need not be residents of Delaware or stockholders of the Corporation. Directors shall be removable in the manner provided by the statutes of Delaware."

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# NEWSRELEASE



**FOR IMMEDIATE RELEASE:**

**FOR FURTHER INFORMATION CONTACT :**

Karen Gross, Vice President & Corporate Secretary  
(303) 573-1660

## **ROYAL GOLD EXPANDS BOARD AND**

### **ANNOUNCES ELECTION OF WILLIAM HAYES TO FILL NEW SEAT**

**DENVER, COLORADO . JANUARY 22, 2008: ROYAL GOLD, INC. (NASDAQ:RGLD; TSX:RGL),** the leading precious metals royalty company, today announced the expansion of their Board of Directors from eight to nine members, and the election of William Hayes to fill the newly created position.

Mr. Hayes spent much of his career with large international companies . He was with Placer Dome Inc. ("Placer") for 18 years where he first served in senior operational, corporate and finance roles in Chile and Canada. Later he served as Placer's Executive Vice President for Latin America and the United States . Before his service with Placer, he worked at Exxon Corporation in various domestic and international finance positions. Mr. Hayes received B.A. and M.A. degrees in International Management from the American Graduate School of International Management and also completed an undergraduate degree in Political Science from the University of San Francisco.

Mr. Hayes currently serves as a member of the Board of Directors for Antofagasta PLC, a large copper mining and rail services and water distribution company with primary operations in Chile, Bolivia and Peru. He also serves as a Director for Tethyan Copper Company (Pakistan) and is an advisor to the Calista Native Corporation in Alaska.

Stanley Dempsey, Executive Chairman of the Board, commented, “We are pleased to have Bill Hayes join our board. His global background in mining and finance will be a great complement to the Board as we continue to build a diversified portfolio of precious metal royalty assets.”

Royal Gold is a precious metals royalty company engaging in the acquisition and management of precious metal royalty interests. Royal Gold is publicly traded on the NASDAQ Global Select Market under the symbol “RGLD,” and on the Toronto Stock Exchange under the symbol “RGL.” The Company’s web page is located at **[www.royalgold.com](http://www.royalgold.com)**.