

ROYAL GOLD INC  
Form 4  
December 23, 2016

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Heissenbittel William Holmes

(Last) (First) (Middle)

1660 WYNKOOP, #1000

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ROYAL GOLD INC [RGLD]

3. Date of Earliest Transaction (Month/Day/Year)  
12/21/2016

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

VP Corporate Development

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 12/21/2016                           |  | M                              |   | 6,640   | A  | \$ 29.75  |
|                                 |                                      |  |                                |   | 73,915  |  | (1)   |
| Common Stock                    | 12/21/2016                           |  | M                              |   | 3,360   | A  | \$ 29.75  |
|                                 |                                      |  |                                |   | 77,275  |  | (1)   |
| Common Stock                    | 12/21/2016                           |  | M                              |   | 3,000   | A  | \$ 30.96  |
|                                 |                                      |  |                                |   | 80,275  |  | (1)   |
| Common Stock                    | 12/21/2016                           |  | M                              |   | 7,000   | A  | \$ 30.96  |
|                                 |                                      |  |                                |   | 87,275  |  | (1)   |
| Common Stock                    | 12/21/2016                           |  | D                              |   | 3,463   | D  | \$ 62.59  |
|                                 |                                      |  |                                |   | 83,812  |  | (1)   |

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|              |            |   |              |   |                      |            |   |
|--------------|------------|---|--------------|---|----------------------|------------|---|
| Common Stock | 12/21/2016 | F | 1,704<br>(3) | D | \$ 62.59             | 82,108 (1) | D |
| Common Stock | 12/23/2016 | S | 7,817<br>(4) | D | \$<br>61.8866<br>(5) | 74,291 (1) | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Stock Option (Right to buy NSO)            | \$ 29.75   | 12/21/2016                           |  | M                              | 6,640  | 11/07/2010 11/07/2017                                    | Common Stock  | 6,640                      |
| Stock Option (Right to Buy ISO)            | \$ 29.75   | 12/21/2016                           |  | M                              | 3,360  | 11/07/2010 11/07/2017                                    | Common Stock  | 3,360                      |
| Stock Option (Right to Buy ISO)            | \$ 30.96   | 12/21/2016                           |  | M                              | 3,000  | 11/05/2011 11/05/2018                                    | Common Stock  | 3,000                      |
| Stock Appreciation Rights (SARs)           | \$ 30.96   | 12/21/2016                           |  | M                              | 7,000  | 11/05/2011 11/05/2018                                    | Common Stock  | 7,000                      |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                          |       |
|--------------------------------|---------------|-----------|--------------------------|-------|
|                                | Director      | 10% Owner | Officer                  | Other |
|                                |               |           | VP Corporate Development |       |

Heissenbittel William Holmes  
1660 WYNKOOP  
#1000  
DENVER, CO 80202

## Signatures

Margaret A. Beck as Attorney-in-Fact for William Holmes  
Heissenbittel

12/23/2016

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 19,635 shares of restricted stock that have not vested.
- (2) Represents the difference between the number of SARs exercised (7,000) and the number of shares issuable as a result of the exercise (3,537).
- (3) Represents shares withheld to satisfy taxes; no shares were sold.
- (4) Includes shares sold to cover option costs and/or taxes on options due to expire in 2017 and 2018.
- (5) The range of the weighted average sales price is \$61.38 to \$62.33.

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