

ROYAL GOLD INC
Form 8-K
November 18, 2014

**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): **November 14, 2014**

ROYAL GOLD, INC.

(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**

(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 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of Royal Gold, Inc. (the “Company”) was held in Denver, Colorado, on November 14, 2014. At that meeting, the stockholders of the Company, and the holders of exchangeable shares of RG Exchangeco Inc., a wholly-owned subsidiary of the Company, that are entitled to the same voting rights as holders of the Company’s common stock (“Exchangeable Shares”), considered and acted upon the following proposals:

Proposal No. 1: Election of Directors. By the vote reflected below, the stockholders and holders of Exchangeable Shares elected the following individuals as Class III directors to serve until the 2017 Annual Meeting of Stockholders or until each such director’s successor is elected and qualified:

| Director | For | Against | Abstain | Broker Non-Votes |
|---------------------------|------------|----------------|----------------|-------------------------|
| M. Craig Haase | 46,525,833 | 247,362 | 42,942 | 10,465,958 |
| C. Kevin McArthur | 46,640,983 | 135,538 | 39,616 | 10,465,958 |
| Christopher M.T. Thompson | 46,358,394 | 408,226 | 49,517 | 10,465,958 |

Proposal 2: Ratification of Appointment of Independent Registered Accountants. By the vote reflected below, the stockholders and holders of Exchangeable Shares ratified the appointment of Ernst & Young LLP as independent registered public accountants:

| For | Against | Abstain |
|------------|----------------|----------------|
| 44,756,328 | 12,434,200 | 91,567 |

Proposal 3: Advisory Vote on Compensation of the Named Executive Officers. By the vote reflected below, the stockholders and holders of Exchangeable Shares approved, by a nonbinding advisory vote, compensation paid to the Company’s named executive officers:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 33,976,134 | 11,147,206 | 1,692,797 | 10,465,958 |

Item 7.01 Regulation FD Disclosure.

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Attached hereto as Exhibit 99.1 is a presentation made by Tony Jensen, CEO, President and a director of the Company, at the Company's Annual Meeting of Stockholders. Additionally, the Company has posted this presentation in the investor relations section of its website at www.royalgold.com.

The information furnished under this Item 7.01 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1934, except as shall be expressly set forth by reference to such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1 2014 Annual Meeting of Stockholders Presentation.

SIGNATURE

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.

Dated: November 18, 2014 By: /s/ Bruce C. Kirchhoff
Bruce C. Kirchhoff
Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit No. Description

99.1 2014 Annual Meeting of Stockholders Presentation.