

ROYAL GOLD INC  
Form 8-K  
November 14, 2005

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OMB APPROVAL
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**EFFECTIVE AUGUST 23RD, 2004  
 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 11, 2005

**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)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics

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

Item 9.01 Financial Statements and Exhibits

**SIGNATURES**

Exhibit Index

Amended Code of Ethics

Amended and Restated Bylaws

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**Item 5.05 Amendments  
to the  
Registrant's  
Code of Ethics,  
or Waiver of a  
Provision of  
the Code of  
Ethics**

On November 8, 2005, the Company's Compensation, Nominating and Governance Committee (the Committee) recommended and the Board of Directors approved an amendment to the Company's Code of Business Conduct and Ethics under the section titled Waivers.

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

On November 9, 2005, the Committee recommended and the Board of Directors approved an amendment to Article III, Section 2, of the Company's Bylaws stating that the number of members of the Board of Directors shall be no more than eight.

**Item 9.01 Financial  
Statements and  
Exhibits**

(c) Exhibits.

**Exhibit No.**

99.1	Amended Code of Ethics
99.2	Amended and Restated Bylaws

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**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 & Corporate Secretary

Dated: November 11, 2005

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Exhibit Index

**Exhibit No.**    **Description**

99.1	Amended Code of Ethics
99.2	Amended and Restated Bylaws