

SPDR GOLD TRUST  
Form DEFA14A  
February 27, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

**SPDR® GOLD TRUST**

**SPONSORED BY WORLD GOLD TRUST SERVICES, LLC**

**(Name of Registrant as Specified In Its Charter)**

**Steven J. Glusband, Esq.**

**Austin D. Keyes, Esq.**

**Carter Ledyard & Milburn LLP**

**2 Wall Street**

**New York, New York 10005**

**(212) 732-3200**

**glusband@clm.com**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - 1) Title of each class of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
  - 2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
  
  
  
  
  
  
  
  
  - 4) Proposed maximum aggregate value of transaction:
  
  
  
  
  
  
  
  
  
  
  - 5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.



**SPDR® Gold Trust Consent Solicitation    Sponsored by World Gold Trust Services, LLC**

**Record Date:** June 9, 2014

**Vote Cut-off Date:** a sufficient number of consents to approve both proposals were received on February 25, 2015. As a result, the Consent Solicitation, and the period during which consents could be revoked, concluded on February 25, 2015.

**Additional Materials:**

**Item 1.    Notice of completion of the consent solicitation    Hong Kong**

**Item 2.    Translation of notice of completion of the consent solicitation    Japan**

**IMPORTANT: This document is important and requires your immediate attention. If you are in doubt or have questions about the contents of this document, you should seek independent professional advice.**

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**SPDR® GOLD TRUST**

**(the Trust )**

*(A collective investment scheme authorised under*

*Section 104 of the Securities and Futures Ordinance (Cap. 571) of Hong Kong<sup>1</sup>)*

**(Stock Code: 2840)**

**NOTICE OF RESULT OF SOLICITATION FOR CONSENT**

**TO AMEND THE TRUST INDENTURE OF THE TRUST**

Terms not otherwise defined in this notice shall have the meanings defined in the trust indenture, as amended, of the Trust.

Dear Shareholder:

On June 19, 2014, the sponsor of the SPDR® Gold Trust (the **Trust** ) solicited the consent of the shareholders of the Trust to approve two proposals, all of which were approved by the requisite 51% majority of the Trust's shareholders. The proposals are described in more detail in the Trust's Notice of Consent Solicitation ( the **Consent Solicitation** ) filed with the Securities and Exchange Commission, the Hong Kong Securities and Futures Commission and posted on the Hong Kong Stock Exchange on June 19, 2014.

A sufficient number of consents to approve both proposals described below were received on February 25, 2015. As a result, the Consent Solicitation, and the period during which consents could be revoked, concluded on February 25, 2015.

**Proposal 1:**

The proposal to approve amendments to the Trust Indenture that change the manner in which the ordinary fees and expenses of the Trust are paid such that, in return for a payment to the Sponsor of 0.40% per year of the daily net asset value of the Trust, the Sponsor will be responsible for all other ordinary fees and expenses of the Trust, as described in the Consent Solicitation Statement, was approved based on the following votes:

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10-40562958

| Total Outstanding Shares | Consents Required | Consents For    |
|--------------------------|-------------------|-----------------|
| 262,700,000              | 133,977,000       | 138,724,221.220 |

**Proposal 2:**

The proposal to approve the amendment to section 3.08 of the Trust Indenture to permit the Sponsor to compensate affiliates for providing marketing and other services to the Trust, was approved based on the following votes:

| Total Outstanding Shares | Consents Required | Consents For    |
|--------------------------|-------------------|-----------------|
| 262,700,000              | 133,977,000       | 133,987,777.560 |

**Effective Date of the Proposals**

Neither Proposal 1 nor Proposal 2 will be implemented until such time as reasonable procedures have been effected to prevent the Trust from having to pay more than 0.40% per year of the daily NAV of the Trust for the ordinary expenses of the Trust to be paid by the Sponsor in the event the Sponsor does not pay one or more of the Trust's service providers.

In any event, all amendments to the Trust Indenture (including the two proposals) will be implemented no sooner than three business days from the date of this notice. Shareholders will be notified of the implementation date by means of a posting on the website of the Hong Kong Stock Exchange.

**Additional Information**

If you are in doubt or have questions about the contents of this notice, or if you would like additional information, please contact State Street Global Advisors Asia Limited (as the Hong Kong Representative of the Trust (the **Hong Kong Representative**)) at 68/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong or by calling +852 2103 0100.

The Trust Indenture, the proposed amendments to the Trust Indenture and the Consent Solicitation Statement will be available for inspection, free of charge, at the office of the Hong Kong Representative. The Sponsor accepts full responsibility for the accuracy of the information contained in this notice and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief, there are no other facts the omission of which would make any statement misleading.

**World Gold Trust Services, LLC**

as Sponsor of the Trust

26 February 2015

[Translation]

**Notification of Amendments to the Trust Indenture  
of a Listed Investment Trust**

Date submitted: February 26, 2015

To All Persons Concerned,

|                                   |   |
|-----------------------------------|---|
| Name of Management Company        | World Gold Trust Services, LLC<br>(Company Code Number: 13264)<br>Name: John Adrian Pound |
| Name and Title of Representative  | Title: Chief Financial Officer<br>Nishimura & Asahi                                       |
| Address of Attorney-in-Fact       | Ark Mori Bldg<br>12-32, Akasaka 1-chome<br>Minato-ku, Tokyo, Japan<br>Name: Kei Ito       |
| Name of Attorney-in-Fact          | Title: Attorney-at-Law<br>Nishimura & Asahi<br>Name: Tomoko Yanase                        |
| Contact Information for Inquiries | Title: Attorney-at-Law<br>Telephone Number: (03)5562-8500                                 |

As informed in the Notification of Amendments to the Trust Indenture of a Listed Investment Trust and Record Date Regarding Voting of Beneficial Owners dated May 30, 2014, we, as Sponsor of SPDR® Gold Trust (the Trust), solicited the consent of beneficial owners of the Trust (the Consent Solicitation) for amendments to the trust indenture of the Trust dated November 12, 2004, between us, as Sponsor, and The Bank of New York Mellon, as Trustee, as amended (the Trust Indenture), regarding SPDR® Gold Shares (Code Number: 1326) (for which we act as the Sponsor and the Management Company).

We hereby give notice that both the two proposals (the Proposed Amendments), which were stated in greater detail in the Notification of Amendments to the Trust Indenture of a Listed Investment Trust dated June 20, 2014, were approved by the requisite 51% majority of the Trust's beneficial holders. As a result, the Consent Solicitation period for the beneficial owners in Japan announced by the Notification of Amendments to the Trust Indenture of a Listed Investment Trust and Record Date Regarding Voting of Beneficial Owners dated December 17, 2014, has concluded and the voting deadline has expired. The Proposed Amendments will be incorporated into an Amendment No. 5 to the



Trust Indenture, which will be made effective on a day to be selected by the Sponsor and the Trustee.