

ROYAL GOLD INC  
Form 4  
August 18, 2016

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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 \*  
Kirchhoff Bruce Christopher

(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)  
08/16/2016

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, GC and Corp Secretary

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) |                             | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------------------|---|--|---|
|                                 |                                      |  |                                | (A) or (D)                                    | Amount or Price             |   |  |   |
| Common Stock                    | 08/16/2016                           |  | M                              |   | 2,724 A \$ 0                | 58,152 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 08/16/2016                           |  | F                              |   | 1,238 <sup>(2)</sup> D \$ 0 | 56,914 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 08/16/2016                           |  | A                              |   | 2,590 <sup>(3)</sup> A \$ 0 | 59,504 <sup>(4)</sup>   | D  |   |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

number.

**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 Acquired (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 Security (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Performance Shares                         | \$ 0   | 08/16/2016                           |  | M                              |   | (5) 08/20/2020   | Common Stock  | 2,724                      |                            |
| Stock Option (ISO-Right to Buy)            | \$ 83.29   | 08/16/2016                           |  | A                              | 1,200   | (6) 08/16/2026   | Common Stock  | 1,200                      |                            |
| Stock Appreciation Rights                  | \$ 83.29   | 08/16/2016                           |  | A                              | 6,110   | (6) 08/16/2026   | Common Stock  | 6,110                      |                            |
| Performance Shares                         | \$ 0   | 08/16/2016                           |  | A                              | 5,380   | (5) 08/16/2019   | Common Stock  | 5,380                      |                            |
| Performance Shares                         | \$ 0   | 08/16/2016                           |  | A                              | 5,380   | (5) 08/16/2021   | Common Stock  | 5,380                      |                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Kirchhoff Bruce Christopher<br>1660 WYNKOOP, #1000<br>DENVER, CO 80202 |               |           | VP, GC and Corp Secretary |       |

## Signatures

Margaret A. Beck as Attorney-in-Fact for Bruce C. Kirchhoff  
 Date: 08/18/2016

\_\_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 19,570 shares of restricted stock that have not vested.

## Edgar Filing: ROYAL GOLD INC - Form 4

- (2) Represents shares withheld to satisfy taxes; no shares were sold.
- (3) Grant of restricted stock with a 2-year hold and then vesting as to one-third in years 3, 4 and 5.
- (4) Includes 22,160 shares of restricted stock that have not vested.
- (5) A performance award represents a contingent right to receive shares of common stock upon achievement of certain performance goals.
- (6) One-third vests annually over 3 years beginning on August 16, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.