

ROYAL GOLD INC
Form 8-K
January 07, 2019

**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): **January 1, 2019**

ROYAL GOLD, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-13357
(Commission
File Number)

84-0835164
(IRS Employer
Identification No.)

1660 Wynkoop Street, Suite 1000, Denver, CO
(Address of principal executive offices)

80202-1132
(Zip Code)

Registrant's telephone number, including area code: **303-573-1660**

(Former name or former address, if changed since last report.)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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There is no other arrangement or understanding between Mr. Breeze and any other persons pursuant to which he was elected as Vice President Corporate Development of RGLD Gold AG. Mr. Breeze does not have a family relationship with any member of the Board of Directors or any executive officer of the Company, and Mr. Breeze has not been a participant or had any interest in any transaction with the Company that is reportable under Item 404(a) of Regulation S-K.

The foregoing description of the Breeze Employment Contract is qualified in its entirety by reference to the Breeze Employment Contract filed herewith as Exhibit 10.1, which is incorporated herein by reference.

Also effective January 1, 2019, the Company entered into an indemnification agreement with Mr. Breeze (the Breeze Indemnification Agreement), substantially in the form of the Company's form of indemnification agreement. The Breeze Indemnification Agreement provides that the Company will hold harmless and indemnify Mr. Breeze to the fullest extent authorized or permitted by law, even if such indemnification is not specifically authorized by the other provisions thereof, the certificate of incorporation, the Company's bylaws or by statute. The form of indemnification agreement in effect between the Company and its executive officers was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on September 4, 2014, and is incorporated herein by reference.

In connection with the formal appointment of Mr. Breeze, on January 2, 2019, the Compensation, Nominating and Governance Committee of the Company's Board of Directors awarded Mr. Breeze 3,500 Stock-Settled Stock Appreciation Rights, 1,200 Restricted Stock Units and 1,200 Performance Shares (at target), each made pursuant to and in accordance with the Company's 2015 Omnibus Long-Term Incentive Plan, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	<u>Employment Contract by and between RGLD Gold AG and Daniel Breeze, effective January 1, 2019.</u>

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)

Dated: January 7, 2019

By:

/s/ Bruce C. Kirchoff
Bruce C. Kirchoff
Vice President, General Counsel and Secretary