

**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 29, 2016**

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.)

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

As previously reported, at the 2016 Annual Meeting of Stockholders of Royal Gold, Inc. (the “Company”) held on November 16, 2016, the holders of a majority of the shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), approved Proposal #4: Amendment to Restated Certificate of Incorporation to Increase the Number of Authorized Shares from the Company’s Notice of Annual Meeting and Proxy Statement filed with the Securities and Exchange Commission on October 7, 2016 to amend the Company’s Restated Certificate of Incorporation to increase the number of shares which the Company shall have authority to issue from 110,000,000 to 210,000,000 shares, consisting of (i) 200,000,000 shares of Common Stock and (ii) 10,000,000 shares of preferred stock, each share having a par value of \$0.01 (the “Amendment”). The Amendment was previously approved by the Company’s Board of Directors.

On November 29, 2016, the Company filed a Certificate of Amendment implementing the Amendment with the Secretary of State of the State of Delaware.

The description of the Amendment above is qualified in its entirety by reference to the full text of the Certificate of Amendment, filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit Number	Description
3.1	Certificate of Amendment to the Restated Certificate of Incorporation of Royal Gold, Inc.

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: November 30, 2016

By: /s/ Bruce C. Kirchhoff
Name: Bruce C. Kirchhoff
Title: Vice President, General Counsel and Secretary

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED
CERTIFICATE OF INCORPORATION
OF
ROYAL GOLD, INC.**

Royal Gold, Inc., a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”), hereby certifies as follows:

FIRST : That the board of directors of the Corporation duly adopted resolutions approving this Amendment to the Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders, in accordance with the provisions of Section 242 of the Delaware General Corporation Law (the “**DGCL**”). The resolution setting forth the proposed amendment is as follows:

RESOLVED , that the FOURTH paragraph of the Restated Certificate of Incorporation of the Corporation be amended by changing Section (a) of the FOURTH paragraph thereof, so that, as amended, said Section shall read in its entirety as follows:

“(a) The total number of shares of stock which the corporation shall have authority to issue is 210,000,000 shares, consisting of (i) 200,000,000 shares of common stock, each share having a par value of \$0.01 and (ii) 10,000,000 shares of preferred stock, each share having a par value of \$0.01.”

SECOND : The stockholders approved and adopted this Amendment to the Restated Certificate of Incorporation of the Corporation at an annual meeting of stockholders held on November 16, 2016, in accordance with the provisions of Section 222 of the DGCL.

THIRD : That except as amended hereby, the provisions of the Restated Certificate of Incorporation, as hereto forth amended, shall remain in full force and effect.

IN WITNESS WHEREOF , the Corporation has caused this Certificate of Amendment to the Restated Certificate of Incorporation of the Corporation to be signed by a duly authorized officer of the Corporation, this 28th day of November, 2016.

ROYAL GOLD, INC.

By: /s/ Bruce C. Kirchhoff
Bruce C. Kirchhoff
Vice President, General Counsel and Secretary
