ISHARES GOLD TRUST

Form 10-Q

November 06, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q
QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended September 30, 2018 or
TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  For the transition period from to
Commission File Number: 001-32418
iShares® Gold Trust
(Exact name of registrant as specified in its charter)
New York 81-6124036 (State or other jurisdiction of incorporation or organization) Identification No.)
c/o iShares Delaware Trust Sponsor LLC
400 Howard Street

San Francisco, California 94105

**Attn: Product Management Team** 

iShares Product Research & Development

(Address of principal executive offices) (Zip Code)

(415) 670-2000

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company 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

Indicate by o	check mark whe	ther the registran	it is a shell com	ipany (as define	d in Rule 12b-2 o	of the Exchange	Act). Yes

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## **PART I - FINANCIAL INFORMATION**

### **Item 1. Financial Statements**

#### iShares Gold Trust

### **Statements of Assets and Liabilities (Unaudited)**

At September 30, 2018 and December 31, 2017

	September 30, 2018	December 31, 2017
Assets Investment in gold bullion, at fair value(a) Total Assets	\$10,214,299,135 10,214,299,135	\$10,149,604,427 10,149,604,427
<b>Liabilities</b> Sponsor's fees payable Total Liabilities	2,102,113 2,102,113	2,097,290 2,097,290
Commitments and contingent liabilities (Note 6)	_	_
Net Assets	\$10,212,197,022	\$10,147,507,137
Shares issued and outstanding(b) Net asset value per Share (Note 2C)	897,250,000 \$11.38	814,900,000 \$12.45

<sup>(</sup>a) Cost of investment in gold bullion: \$10,751,660,254 and \$9,663,574,842, respectively.

See notes to financial statements.

<sup>(</sup>b) No par value, unlimited amount authorized.

## iShares Gold Trust

# **Statements of Operations (Unaudited)**

For the three and nine months ended September 30, 2018 and 2017

	Three Months September 30,		Nine Months End September 30,	
_	2018	2017	2018	2017
Expenses				
Sponsor's fees	\$ <i>6</i> ,488,704	\$5,574,503	\$20,757,047	\$15,513,955
Total expenses	6,488,704	5,574,503	20,757,047	15,513,955
Net investment loss	(6,488,704	(5,574,503)	(20,757,047)	(15,513,955)
Net Realized and Unrealized Gain (Loss) Net realized gain (loss) from:				
Gold bullion sold to pay expenses	(172,528	204,104	582,278	246,676
Gold bullion distributed for the redemption of Shares	(3,995,892	14,453,668	26,670,585	18,998,291
Net realized gain (loss)	(4,168,420	14,657,772	27,252,863	19,244,967
Net change in unrealized appreciation/depreciation	(532,059,056)	258,137,498	(1,023,390,704)	776,911,354
Net realized and unrealized gain (loss)	(536,227,476)	272,795,270	(996,137,841)	796,156,321
Net increase (decrease) in net assets resulting from operations	\$(542,716,180)	\$267,220,767	\$(1,016,894,888)	\$780,642,366
Net increase (decrease) in net assets per Share(a)	\$(0.61	\$0.37	\$(1.13)	\$1.13

<sup>(</sup>a) Net increase (decrease) in net assets per Share based on average shares outstanding during the period.

See notes to financial statements.

## iShares Gold Trust

# **Statements of Changes in Net Assets (Unaudited)**

For the nine months ended September 30, 2018 and the year ended December 31, 2017

	Nine Months Ended	Year Ended
	September 30, 2018	December 31, 2017
Net Assets, Beginning of Period	\$10,147,507,137	
Operations:		
Net investment loss	(20,757,047)	(21,630,631)
Net realized gain	27,252,863	22,215,914
Net change in unrealized appreciation/depreciation	(1,023,390,704)	881,278,079
Net increase (decrease) in net assets resulting from operations	(1,016,894,888)	881,863,362
Capital Share Transactions:		
Contributions for Shares issued	2,482,260,820	2,782,113,163
Distributions for Shares redeemed	(1,400,676,047)	(826,600,408)
Net increase in net assets from capital share transactions	1,081,584,773	1,955,512,755
Increase in net assets	64,689,885	2,837,376,117
Net Assets, End of Period	\$10,212,197,022	\$10,147,507,137
Shares issued and redeemed		
Shares issued	196,850,000	228,250,000
Shares redeemed	(114,500,000 )	
Net increase in Shares issued and outstanding	82,350,000	159,900,000

See notes to financial statements.

## iShares Gold Trust

# **Statements of Cash Flows (Unaudited)**

For the nine months ended September 30, 2018 and 2017

	Nine Months Er September 30,	nded
	2018	2017
Cash Flows from Operating Activities		
Proceeds from gold bullion sold to pay expenses	\$20,752,224	
Expenses – Sponsor's fees paid	(20,752,224	) (15,136,183 )
Net cash provided by operating activities	_	_
Increase (decrease) in cash	_	_
Cash, beginning of period	_ \$_	_
Cash, end of period	<b>\$</b> —	<b>\$</b> —
Reconciliation of Net Increase (Decrease) in Net Assets Resulting from Operations to Net Cash Provided by (Used in) Operating Activities  Net increase (decrease) in net assets resulting from operations  Adjustments to reconcile net increase (decrease) in net assets resulting from operations to net cash provided by (used in) operating activities:  Proceeds from gold bullion sold to pay expenses  Net realized (gain) loss  Net change in unrealized appreciation/depreciation  Change in operating assets and liabilities:  Sponsor's fees payable  Net cash provided by (used in) operating activities  Supplemental disclosure of non-cash information:  Gold bullion contributed for Shares issued  Gold bullion distributed for Shares redeemed	1,023,390,704 4,823 \$— \$2,482,260,820	, . , ,

See notes to financial statements.

# iShares Gold Trust

## **Schedules of Investments (Unaudited)**

At September 30, 2018 and December 31, 2017

# <u>September</u>

*30, 2018* 

Less Liabilities – (0.02)% (2,102,113	Description	Ounces	Cost	Fair Value
Less Liabilities – (0.02)% (2,102,113	Gold bullion	8,603,326	\$10,751,660,254	\$10,214,299,135
Net Assets – 100.00% \$10,212,197,02		,		10,214,299,135 (2,102,113) \$10,212,197,022

# <u>December</u>

*31, 2017* 

Description	Ounces	Cost	Fair Value
Gold bullion	7,828,465	\$9,663,574,842	\$10,149,604,427
Total Investment – 100.02%	D		10,149,604,427
Less Liabilities – (0.02)%			(2,097,290)
Net Assets – 100.00%			\$10,147,507,137

See notes to financial statements.

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iShares Gold Trust

**Notes to Financial Statements (Unaudited)** 

**September 30, 2018** 

#### 1 - Organization

The iShares Gold Trust (the "Trust") was organized on *January 21, 2005* as a New York trust. The trustee is The Bank of New York Mellon (the "Trustee"), which is responsible for the day-to-day administration of the Trust. The Trust's sponsor is iShares Delaware Trust Sponsor LLC, a Delaware limited liability company (the "Sponsor"). The Trust is governed by the provisions of the Fourth Amended and Restated Depositary Trust Agreement (the "Trust Agreement") executed by the Trustee and the Sponsor as of *December 22, 2016*. The Trust issues units of beneficial interest ("Shares") representing fractional undivided beneficial interests in its net assets.

The Trust seeks to reflect generally the performance of the price of gold. The Trust seeks to reflect such performance before payment of the Trust's expenses and liabilities. The Trust is designed to provide a vehicle for investors to make an investment similar to an investment in gold.

The accompanying unaudited financial statements were prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") for interim financial information and with the instructions for Form 10-Q and the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC"). In the opinion of management, all material adjustments, consisting only of normal recurring adjustments considered necessary for a fair statement of the interim period financial statements, have been made. Interim period results are *not* necessarily indicative of results for a full-year period. These financial statements and the notes thereto should be read in conjunction with the Trust's financial statements included in its Annual Report on Form 10 K for the year ended December 31, 2017, as filed with the SEC on February 28, 2018.

The Trust qualifies as an investment company solely for accounting purposes and *not* for any other purpose and follows the accounting and reporting guidance under the Financial Accounting Standards Board Accounting Standards Codification Topic 946, Financial Services - Investment Companies, but is not registered, and is not required to be registered, as an investment company under the Investment Company Act of 1940, as amended.

#### 2 - Significant Accounting Policies

#### A. Basis of Accounting

The following significant accounting policies are consistently followed by the Trust in the preparation of its financial statements in conformity with U.S. GAAP. The preparation of financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

#### B. Gold Bullion

JPMorgan Chase Bank N.A., London branch (the "Custodian"), is responsible for the safekeeping of gold bullion owned by the Trust.

Fair value of the gold bullion held by the Trust is based on the price per fine troy ounce of gold determined in an electronic auction hosted by ICE Benchmark Administration ("IBA") that begins at 3:00 p.m. (London time) and published shortly thereafter, on each day that the London gold market is open for business (such price, the "LBMA Gold Price PM"). If there is *no* announced LBMA Gold Price PM on any day, the Trustee is authorized to use the most recently announced price of gold determined in an electronic auction hosted by IBA that begins at 10:30 a.m. (London time) (such price, the "LBMA Gold Price AM"), unless the Trustee, in consultation with the Sponsor, determines that such price is inappropriate as a basis for evaluation.

Gain or loss on sales of gold bullion is calculated on a trade date basis using the average cost method.

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The following tables summarize activity in gold bullion for the three months ended September 30, 2018 and 2017:

Three Months Ended September 30, 2018	Ounces	Cost	Fair Value	Realized Gain (Loss)
Beginning balance	8,637,702	\$10,806,316,895	\$10,801,014,832	<b>\$</b> —
Gold bullion contributed	269,920	326,017,394	326,017,394	_
Gold bullion distributed	(298,773)	(373,766,620	(369,770,728)	(3,995,892)
Gold bullion sold to pay expenses	(5,523)	(6,907,415	(6,734,887	(172,528)
Net realized loss	_	_	(4,168,420	_
Net change in unrealized appreciation/depreciation	_	_	(532,059,056)	_
Ending balance	8,603,326	\$10,751,660,254	\$10,214,299,135	\$(4,168,420)

Three Months Ended September 30, 2017	Ounces	Fair		Realized
Tiffee Wolfins Ended September 30, 2017	Ounces	Cost	Value	Gain (Loss)
Beginning balance	6,762,892	\$8,277,677,317	\$8,401,202,679	<b>\$</b> —
Gold bullion contributed	829,112	1,067,933,923	1,067,933,923	_
Gold bullion distributed	(239,388)	(293,375,991)	(307,829,659)	14,453,668
Gold bullion sold to pay expenses	(4,221)	(5,172,020)	(5,376,124)	204,104
Net realized gain	_		14,657,772	_
Net change in unrealized appreciation/depreciation	_	_	258,137,498	_
Ending balance	7,348,395	\$9,047,063,229	\$9,428,726,089	\$ <i>14</i> , <i>657</i> , <i>772</i>

The following tables summarize activity in gold bullion for the *nine* months ended *September 30*, 2018 and 2017:

Nine Months Ended September 30, 2018	Ounces	Cost	Fair Value	Realized Gain (Loss)
Beginning balance	7,828,465	\$9,663,574,842	\$10,149,604,427	<b>\$</b> —
Gold bullion contributed	1,889,512	2,482,260,820	2,482,260,820	
Gold bullion distributed	(1,098,473)	(1,374,005,462)	(1,400,676,047)	26,670,585
Gold bullion sold to pay expenses	(16,178)	(20,169,946)	(20,752,224)	582,278
Net realized gain		_	27,252,863	
Net change in unrealized appreciation/depreciation		_	(1,023,390,704)	
Ending balance	8,603,326	\$10,751,660,254	\$10,214,299,135	\$27,252,863

Nine Months Ended September 30, 2017	Ounces		Fair	Realized
		Cost	Value	Gain (Loss)
Beginning balance	6,308,062	\$7,706,923,343	\$7,311,674,849	<b>\$</b> —
Gold bullion contributed	1,634,973	2,067,477,206	2,067,477,206	_
Gold bullion distributed	(582,465)	(712,447,813)	(731,446,104)	18,998,291
Gold bullion sold to pay expenses	(12,175)	(14,889,507)	(15,136,183)	246,676
Net realized gain		_	19,244,967	

Net change in unrealized appreciation/depreciation — 776,911,354 — Ending balance 7,348,395 \$9,047,063,229 \$9,428,726,089 \$19,244,967

C. Calculation of Net Asset Value

On each business day, as soon as practicable after 4:00 p.m. (New York time), the net asset value of the Trust is obtained by subtracting all accrued fees, expenses and other liabilities of the Trust from the fair value of the gold and other assets held by the Trust. The Trustee computes the net asset value per Share by dividing the net asset value of the Trust by the number of Shares outstanding on the date the computation is made.

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#### D. Offering of the Shares

Trust Shares are issued and redeemed continuously in aggregations of 50,000 Shares in exchange for gold bullion rather than cash. Individual investors cannot purchase or redeem Shares in direct transactions with the Trust. The Trust only transacts with registered broker-dealers that are eligible to settle securities transactions through the book-entry facilities of the Depository Trust Company and that have entered into a contractual arrangement with the Trustee and the Sponsor governing, among other matters, the creation and redemption of Shares (such broker-dealers, the "Authorized Participants"). Holders of Shares of the Trust *may* redeem their Shares at any time acting through an Authorized Participant and in the prescribed aggregations of 50,000 Shares *provided*, that redemptions of Shares *may* be suspended during any period while regular trading on NYSE Arca, Inc. ("NYSE Arca") is suspended or restricted, or in which an emergency exists as a result of which delivery, disposal or evaluation of gold is *not* reasonably practicable.

The per Share amount of gold exchanged for a purchase or redemption represents the per Share amount of gold held by the Trust, after giving effect to its liabilities.

When gold bullion is exchanged in settlement of a redemption, it is considered a sale of gold bullion for accounting purposes.

#### E. Federal Income Taxes

The Trust is treated as a grantor trust for federal income tax purposes and, therefore, *no* provision for federal income taxes is required. Any interest, expenses, gains and losses are passed through to the holders of Shares of the Trust.

The Sponsor has analyzed applicable tax laws and regulations and their application to the Trust as of *September 30*, 2018 and does *not* believe that there are any uncertain tax positions that require recognition of a tax liability.

### 3 - Trust Expenses

The Trust pays to the Sponsor a Sponsor's fee that accrues daily at an annualized rate equal to 0.25% of the net asset value of the Trust, paid monthly in arrears. The Sponsor has agreed to assume the following administrative and marketing expenses incurred by the Trust: the Trustee's fee, the Custodian's fee, NYSE Arca listing fees, SEC registration fees, printing and mailing costs, audit fees and expenses, and up to \$100,000 per annum in legal fees and

ex	pei	nse	es.

#### 4 - Related Parties

The Sponsor and the Trustee are considered to be related parties to the Trust. The Trustee's fee is paid by the Sponsor and is *not* a separate expense of the Trust.

#### 5 - Indemnification

The Trust Agreement provides that the Sponsor and its shareholders, directors, officers, employees, affiliates and subsidiaries shall be indemnified by the Trust for any loss, liability or expense incurred by any such person that arises out of or in connection with the performance of obligations under the Trust Agreement or any actions taken in accordance with the provisions of the Trust Agreement, absent such person's negligence, bad faith, willful misconduct, willful malfeasance or reckless disregard of such person's duties and obligations.

The Trust has agreed that the Custodian will only be responsible for any loss or damage suffered by the Trust as a direct result of the Custodian's negligence, fraud or willful default in the performance of its duties.

#### 6 - Commitments and Contingent Liabilities

In the normal course of business, the Trust *may* enter into contracts with service providers that contain general indemnification clauses. The Trust's maximum exposure under these arrangements is unknown as this would involve future claims that *may* be made against the Trust that have *not* yet occurred.

#### 7 - Concentration Risk

Substantially all of the Trust's assets are holdings of gold bullion, which creates a concentration risk associated with fluctuations in the price of gold. Accordingly, a decline in the price of gold will have an adverse effect on the value of the Shares of the Trust. Factors that *may* have the effect of causing a decline in the price of gold include large sales by

the official sector (governments, central banks, and related institutions), an increase in the hedging activities of gold producers, and changes in the attitude of speculators, investors and other market participants towards gold.

## 8 - Financial Highlights

The following financial highlights relate to investment performance and operations for a Share outstanding for the *three* and *nine* months ended *September 30*, 2018 and 2017.

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Net asset value per Share, beginning of period	\$12.00	\$11.95	\$12.45	\$11.16
Net investment loss(a)	(0.01)	(0.01)	(0.02)	(0.02)
Net realized and unrealized gain (loss)(b)	(0.61)	0.39	(1.05)	1.19
Net increase (decrease) in net assets from operations	(0.62)	0.38	(1.07)	1.17
Net asset value per Share, end of period	\$11.38	\$12.33	\$11.38	\$12.33
Total return, at net asset value(c)(d)	(5.17 %)	3.18 %	(8.59 %)	10.48%
Ratio to average net assets:				
Net investment loss(e)	(0.25 %)	(0.25 %)	(0.25 %)	(0.25 %)
Expenses(e)	0.25 %	0.25 %	0.25 %	0.25 %

<sup>(</sup>a) Based on average Shares outstanding during the period.

### 9 - Investment Valuation

U.S. GAAP defines fair value as the price the Trust would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. The Trust's policy is to value its investment at fair value.

The amounts reported for a Share outstanding *may not* accord with the change in aggregate gains and losses on (b) investment for the period due to the timing of Trust Share transactions in relation to the fluctuating fair values of

<sup>(</sup>b) investment for the period due to the timing of Trust Share transactions in relation to the fluctuating fair values of the Trust's underlying investment.

<sup>(</sup>c) Based on the change in net asset value of a Share during the period.

<sup>(</sup>d)Percentage is *not* annualized.

<sup>(</sup>e) Percentage is annualized.

Various inputs are used in determining the fair value of assets and liabilities. Inputs *may* be based on independent market data ("observable inputs") or they *may* be internally developed ("unobservable inputs"). These inputs are categorized into a disclosure hierarchy consisting of *three* broad levels for financial reporting purposes. The level of a value determined for an asset or liability within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement in its entirety. The *three* levels of the fair value hierarchy are as follows:

Level 1 -Unadjusted quoted prices in active markets for identical assets or liabilities;

Inputs other than quoted prices included within Level *1* that are observable for the asset or liability either directly or indirectly, including quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are *not* considered to be active, inputs other than quoted prices that are observable for the asset or liability, and inputs that are derived principally from or corroborated by observable market data by correlation or other means; and

Level 3 Unobservable inputs that are unobservable for the asset or liability, including the Trust's assumptions used in determining the fair value of investments.

At September 30, 2018 and December 31, 2017, the value of the gold bullion held by the Trust is categorized as Level 1.

### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This information should be read in conjunction with the financial statements and notes to financial statements included in Item 1 of Part I of this Form 10 Q. The discussion and analysis that follows may contain statements that relate to future events or future performance. In some cases, such forward-looking statements can be identified by terminology such as "may," "should," "could," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential" or the negative of these terms or other comparable terminology. Except as required by applicable disclosure laws, neither the Sponsor, nor any other person assumes responsibility for the accuracy or completeness of any forward-looking statements. Neither the Trust nor the Sponsor is under a duty to update any of the forward-looking statements to conform such statements to actual results or to a change in the Sponsor's expectations or predictions.

#### Introduction

The iShares Gold Trust (the "Trust") is a grantor trust formed under the laws of the State of New York. The Trust does not have any officers, directors, or employees, and is administered by The Bank of New York Mellon (the "Trustee") acting as trustee pursuant to the Fourth Amended and Restated Depositary Trust Agreement (the "Trust Agreement") between the Trustee and iShares Delaware Trust Sponsor LLC, the sponsor of the Trust (the "Sponsor"). The Trust issues units of beneficial interest ("Shares") representing fractional undivided beneficial interests in its net assets. The assets of the Trust consist primarily of gold bullion held by a custodian as an agent of the Trust responsible only to the Trustee.

The Trust is a passive investment vehicle and seeks to reflect generally the performance of the price of gold. The Trust seeks to reflect such performance before payment of the Trust's expenses and liabilities. The Trust does not engage in any activities designed to obtain a profit from, or ameliorate losses caused by, changes in the price of gold.

The Trust issues and redeems Shares only in exchange for gold, only in aggregations of 50,000 Shares (a "Basket") or integral multiples thereof, and only in transactions with registered broker-dealers that have previously entered into an agreement with the Sponsor and the Trustee governing the terms and conditions of such issuance (such broker-dealers, the "Authorized Participants"). A list of the current Authorized Participants is available from the Sponsor or the Trustee.

Shares of the Trust trade on NYSE Arca, Inc. under the ticker symbol IAU.

### Valuation of Gold Bullion; Computation of Net Asset Value

On each business day, as soon as practicable after 4:00 p.m. (New York time), the Trustee evaluates the gold held by the Trust and determines the net asset value and the net asset value per Share ("NAV") of the Trust. The Trustee values the gold held by the Trust using the price per fine troy ounce of gold determined in an electronic auction hosted by ICE Benchmark Administration ("IBA") that begins at 3:00 p.m. (London time) and published shortly thereafter, on the day the valuation takes place (such price, the "LBMA Gold Price PM"). If there is no announced LBMA Gold Price PM on any day, the Trustee is authorized to use the most recently announced price of gold determined in an electronic auction hosted by IBA that begins at 10:30 a.m. (London time) (such price, the "LBMA Gold Price AM"), unless the Trustee, in consultation with the Sponsor, determines that such price is inappropriate as a basis for evaluation. The LBMA Gold Price AM and LBMA Gold Price PM are used by the Trust because they are commonly used by the U.S. gold market as indicators of the value of gold, and are permitted to be used under the Trust Agreement. The use of indicators of the value of gold bullion other than the LBMA Gold Price AM and LBMA Gold Price PM could result in materially different fair value pricing of the gold held by the Trust, and as such, could result in different cost or market adjustments or in different redemption value adjustments of the outstanding redeemable capital Shares. Having valued the gold held by the Trust, the Trustee then subtracts all accrued fees, expenses and other liabilities of the Trust from the value of the gold and other assets of the Trust. The result is the net asset value of the Trust. The Trustee computes the NAV by dividing the net asset value of the Trust by the number of Shares outstanding on the date the computation is made.