

Isto Mark
Form 4
August 23, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Isto Mark

(Last) (First) (Middle)

1660 WYNKOOP STREET, SUITE
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)
08/21/2018

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 Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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) (Instr. 3, 4 and 5)	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)
Common Stock	08/21/2018		M	(A) or (D) 2,051 (1)	\$ 0 18,976	D	
Common Stock	08/21/2018		F	1,098 D	\$ 0 17,878	D	
Common Stock	08/21/2018		M	222 (1) A	\$ 0 18,100	D	
Common Stock	08/21/2018		F	119 D	\$ 0 17,981	D	
Common Stock	08/21/2018		M	22 (1) A	\$ 0 18,003	D	

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Common Stock	08/21/2018	F	12	D	\$ 0	17,991	D
Common Stock	08/21/2018	A	<u>2,780</u> (2)	A	\$ 0	20,771	D

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

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(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	\$ 0	08/21/2018		M			2,051	<u>(1)</u>	08/20/2018	Common Stock	2,051
Performance Shares	\$ 0	08/21/2018		M			222	<u>(1)</u>	08/20/2020	Common Stock	222
Performance Shares	\$ 0	08/21/2018		M			22	<u>(1)</u>	08/16/2021	Common Stock	22
Stock Appreciation Right (SARs)	\$ 77.73	08/21/2018		A		7,974		<u>(3)</u>	08/21/2028	Common Stock	7,974
Stock Option (Right to buy ISOs)	\$ 77.73	08/21/2018		A		1,286		<u>(3)</u>	08/21/2028	Common Stock	1,286

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Isto Mark 1660 WYNKOOP STREET SUITE 1000 DENVER, CO 80202	VP Operations

Signatures

Michelle Perry as Attorney-in-Fact for
Mark Isto

08/23/2018

__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) A performance award represents a contingent right to receive shares of common stock upon achievement of certain performance goals.
- (2) Grant of Restricted Stock Units with a two year hold and then vesting as to one-third in years three, four and five.
- (3) One-third vests annually over three years beginning on August 21, 2019.

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