ISHARES GOLD TRUST
Form S-3ASR
March 14, 2013
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As filed with the Securities and Exchange Commission on March 14, 2013

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

REGISTRATION STATEMENT

ON

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

iSHARES® GOLD TRUST

SPONSORED BY iSHARES® DELAWARE TRUST SPONSOR LLC

(Exact name of Registrant as specified in its charter)

New York	1040	81-6124036
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

c/o iShares® Delaware Trust Sponsor LLC

400 Howard Street, San Francisco, CA 94105

Attn: Product Management Team,

iShares Product Research & Development

(415) 670-2000

(Address, including zip code, and telephone number, including area code, of Registrant s principal executive offices)

iShares® Delaware Trust Sponsor LLC

400 Howard Street, San Francisco, CA 94105

Attn: Product Management Team,

iShares Product Research & Development

(415) 670-2000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

David Yeres, Esq.

Clifford Chance US LLP

31 West 52nd Street

New York, NY 10019

Deepa Damre, Esq.

BlackRock, Inc.

400 Howard Street

San Francisco, CA 94105

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: ¨

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a registration statement pursuant to General Instruction I.D or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ¨

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer ¨

Non-accelerated filer ¨ (Do not check if a smaller reporting company)

Title of each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
iShares	62,000,000	$15.335	$950,770,000	$129,685.03

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended (the Securities Act), based on an average of the high and low price of the Shares on NYSE Arca of $15.335 on March 8, 2013.

Pursuant to Rule 429 under the Securities Act of 1933, as amended, the prospectus included in this Registration Statement is a combined prospectus which also relates to 22,050,000 unsold iShares registered under Registration Statement No. 333-184325 filed on October 5, 2012. A filing fee of $51,896.48 was paid in connection with the registration of such shares. Upon effectiveness, this Registration Statement will act as a post-effective amendment to such earlier Registration Statement.

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84,050,000 iShares®

iShares® Gold Trust

The iShares® Gold Trust issues shares (Shares) representing fractional undivided beneficial interests in its net assets. The assets of the trust consist primarily of gold held by a custodian on behalf of the trust. The objective of the trust is for the Shares of the trust to reflect the price of gold less the trust s expenses and liabilities. The Shares are listed and trade on NYSE Arca under the symbol IAU. Market prices for the Shares may be different from the net asset value per Share. iShares® Delaware Trust Sponsor LLC is the sponsor of the trust; The Bank of New York Mellon is the trustee of the trust, and JPMorgan Chase Bank, N.A., London branch, is the custodian of the trust. The trust is not an investment company registered under the Investment Company Act of 1940. The trust is not a commodity pool for purposes of the Commodity Exchange Act, and its sponsor is not subject to regulation by the Commodity Futures Trading Commission as a commodity pool operator, or a commodity trading advisor.

The trust intends to issue Shares on a continuous basis. The trust issues and redeems Shares only in blocks of 50,000 and integral multiples thereof. A block of 50,000 Shares is called a Basket. These transactions take place in exchange for gold. Only registered broker-dealers that become authorized participants by entering into a contract with the sponsor and the trustee may purchase or redeem Baskets. Shares will be offered to the public from time to time at prices that will reflect the price of gold and the trading price of the Shares on NYSE Arca at the time of the offer.

On March 13, 2013, the Shares closed on NYSE Arca at $15.44 and the London PM Fix was $1,589.25.

Except when aggregated in Baskets, Shares are not redeemable securities.

Investing in the Shares involves significant risks. See Risk Factors starting on page 7.

Neither the Securities and Exchange Commission (SEC) nor any state securities commission has approved or disapproved of the securities offered in this prospectus, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The Shares are not interests in nor obligations of either the sponsor or the trustee. The Shares are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

iShares is a registered trademark of BlackRock Fund Advisors or its affiliates.

The date of this prospectus is March 14, 2013.

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PROSPECTUS SUMMARY

Although the sponsor believes that this summary is materially complete, you should read the entire prospectus, including Risk Factors beginning on page 7, before making an investment decision about the Shares.

Trust Structure, the Sponsor, the Trustee and the Custodian

The trust was formed on January 21, 2005 when an initial deposit of gold was made in exchange for the issuance of three Baskets. The purpose of the trust is to own gold transferred to the trust in exchange for shares issued by the trust (Shares). Each Share represents a fractional undivided beneficial interest in the net assets of the trust. The assets of the trust consist primarily of gold held by the custodian on behalf of the trust. However, there may be situations where the trust will unexpectedly hold cash. For example, a claim may arise against a third party, which is settled in cash. In situations where the trust unexpectedly receives cash or other assets, no new Shares will be issued until after the record date for the distribution of such cash or other property has passed.

The sponsor of the trust is iShares® Delaware Trust Sponsor LLC, a Delaware limited liability company and an indirect subsidiary of BlackRock, Inc. ***The Shares are not obligations of, and are not guaranteed by iShares® Delaware Trust Sponsor LLC or any of its subsidiaries or affiliates.***

The trust is governed by the provisions of the Third Amended and Restated Depositary Trust Agreement (as amended from time to time, the Trust Agreement) executed on February 28, 2013 by the sponsor and the trustee.

The trust issues Shares only in Baskets of 50,000 or integral multiples thereof. Baskets of Shares may be redeemed by the trust in exchange for the amount of gold corresponding to their redemption value. Individual Shares will not be redeemed by the trust, but are listed and trade on NYSE Arca under the symbol IAU . The objective of the trust is for the value of the Shares to reflect, at any given time, the price of gold owned by the trust at that time, less the trust s expenses and liabilities. The material terms of the trust are discussed in greater detail under the section Description of the Shares and the Trust Agreement. The trust is not a registered investment company under the Investment Company Act of 1940 and is not required to register under such act.

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 expenses.

The sponsor does not exercise day-to-day oversight over the trustee or the custodian. The sponsor may remove the trustee and appoint a successor trustee if the trustee ceases to meet certain objective requirements (including the requirement that it have capital, surplus and undivided profits of at least $150 million) or if, having received written notice of a material breach of its obligations under the Trust Agreement, the trustee has not cured the breach within thirty days. The sponsor also has the right to replace the trustee during the ninety days following any merger, consolidation or conversion in which the trustee is not the surviving entity or, in its discretion, on the fifth anniversary of the creation of the trust or on any subsequent third anniversary thereafter. The sponsor also has the right to approve any new or additional custodian that the trustee may wish to appoint.

The trustee is The Bank of New York Mellon and JPMorgan Chase Bank, N.A., London branch, is the custodian.

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The trustee is responsible for the day-to-day administration of the trust. The responsibilities of the trustee include (1) processing orders for the creation and redemption of Baskets; (2) coordinating with the custodian the receipt and delivery of gold transferred to, or by, the trust in connection with each issuance and redemption of Baskets; (3) calculating the net asset value of the trust on each business day; and (4) selling the trust s gold as needed to cover the trust s expenses. For a more detailed description of the role and responsibilities of the trustee see Description of the Shares and the Trust Agreement and The Trustee.

The custodian is responsible for safekeeping the gold owned by the trust. The custodian is appointed by the trustee and is responsible to the trustee only. The general role and responsibilities of the custodian are further described in The Custodian. The custodian has no obligation to accept any additional delivery on behalf of the trust if, after giving effect to such delivery, the total value of the trust s gold held by the custodian exceeds $50 billion. If this limit is exceeded, it is anticipated that the trustee, with the consent of the sponsor, will retain an additional custodian. If an additional custodian becomes necessary, the trustee will seek to hire the additional custodian under terms and conditions substantially similar to those in the custody agreement at the time in effect. However, it may not be possible for the trustee to locate at that time an additional custodian that agrees to exactly the same terms of the agreement at the time in effect. As a result, the new agreement may differ from the current one with respect to issues like duration, fees, maximum amount of gold that the additional custodian will hold on behalf of the trust, scope of the additional custodian s liability and the additional custodian s standard of care.

Trust Objective

The objective of the trust is for the value of the Shares to reflect, at any given time, the price of gold owned by the trust at that time, less the trust s expenses and liabilities. The trust is not actively managed. It does not engage in any activities designed to obtain a profit from, or to ameliorate losses caused by, changes in the price of gold. The trust receives gold deposited with it in exchange for the creation of Baskets of Shares, sells gold as necessary to cover the trust expenses and other liabilities and delivers gold in exchange for Baskets of Shares surrendered to it for redemption.

The Shares are intended to constitute a simple and cost-effective means of making an investment similar to an investment in gold. Although the Shares are not the exact equivalent of an investment in gold, they provide investors with an alternative that allows a level of participation in the gold market through the securities market. An investment in Shares is:

Backed by gold held by the custodian on behalf of the trust.

The Shares are backed by gold, identified on the custodian s books as the property of the trust and held by the custodian in New York, Toronto, London and other locations that may be authorized in the future.

As accessible and easy to handle as any other investment in shares.

Retail investors may purchase and sell Shares through traditional brokerage accounts at prices expected to be less than the amount required for currently existing means of investing in physical gold. Shares are eligible for margin accounts.

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Listed.

The Shares are listed and trade on NYSE Arca under the symbol IAU.

Relatively cost efficient.

Because the expenses involved in an investment in physical gold are dispersed among all holders of Shares, an investment in Shares may represent a cost-efficient alternative to investments in gold for investors not otherwise in a position to participate directly in the market for physical gold. See Business of the Trust Trust Objective .

Principal Offices

The sponsor s office is located at 400 Howard Street, San Francisco, CA 94105. The trustee has a trust office at 2 Hanson Place, 9th Floor, Brooklyn, New York 11217. JPMorgan Chase Bank, N.A., London branch, is located at 125 London Wall, London, England.

THE OFFERING

Offering	The Shares represent units of fractional undivided beneficial interest in the net assets of the trust.
Use of proceeds	Proceeds received by the trust from the issuance and sale of Baskets consist of gold deposits. Such deposits are held by the custodian on behalf of the trust until (i) distributed to Authorized Participants in connection with a redemption of Baskets or (ii) sold to pay the fee due to the sponsor and trust expenses or liabilities not assumed by the sponsor.
NYSE Arca symbol	IAU
CUSIP	464285105
Creation and redemption	The trust issues and redeems Baskets of Shares on a continuous basis (a Basket equals 50,000 Shares). Baskets of Shares are only issued or redeemed in exchange for an amount of gold determined by the trustee on each day that NYSE Arca is open for regular trading. No Shares are issued unless the custodian has allocated to the trust s account the corresponding amount of gold. Initially, a Basket required delivery of 5,000 fine ounces of gold. The amount of gold necessary for the creation of a Basket, or to be received upon redemption of a Basket, will decrease over the life of the trust, due to the payment or accrual of fees and other expenses or liabilities payable by the trust. On June 24, 2010 after giving effect to the ten for one share split that occurred on that date, creation of a Basket required delivery of 489.368 fine ounces of gold. Baskets may be created or redeemed only by Authorized Participants, who pay the trustee a transaction fee for each order to create or redeem Baskets. See Description of the Shares and the Trust Agreement for more details.

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Net Asset Value	The net asset value of the trust is obtained by subtracting the trust s expenses and liabilities on any day from the value of the gold owned by the trust on that day; the net asset value per Share, or NAV, is obtained by dividing the net asset value of the trust on a given day by the number of Shares outstanding on that date. On each day on which NYSE Arca is open for regular trading, the trustee determines the NAV as promptly as practicable after 4:00 p.m. (New York time). The Trustee values the trust s gold on the basis of the London PM Fix. If there is no London PM Fix on that day, the trustee is authorized to use the most recently announced London AM Fix unless the trustee, in consultation with the sponsor, determines that such price is inappropriate as a basis for evaluation. See Business of the Trust Valuation of Gold; Computation of Net Asset Value.
Trust expenses	The trust s only ordinary recurring expense is expected to be the remuneration due to the sponsor (the sponsor s fee). In exchange for the sponsor s fee, the sponsor has agreed to assume the following administrative and marketing expenses of the trust: the trustee s fee, the custodian s fees, 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 expenses. The sponsor s fee is accrued daily at an annualized rate equal to 0.25% of the net asset value of the trust and is payable monthly in arrears. The trustee sells gold from time to time in such quantity as is necessary to permit payment of the sponsor s fee and may also sell gold in such quantities as may be necessary to permit the payment of trust expenses and liabilities not assumed by the sponsor. The trustee is authorized to sell gold at such times and in the smallest amounts required to permit such payments as they become due, it being the intention to avoid or minimize the trust s holdings of assets other than gold. Accordingly, the amount of gold to be sold may vary from time to time depending on the level of the trust s expenses and liabilities and the market price of gold. See Business of the Trust Trust Expenses and Description of the Shares and the Trust Agreement Trust Expenses and Gold Sales.
Tax Considerations	Owners of Shares are treated, for U.S. federal income tax purposes, as if they owned a corresponding share of the assets of the trust. They are also viewed as if they directly received a corresponding share of any income of the trust, or as if they had incurred a corresponding share of the expenses of the trust. Consequently, each sale of gold by the trust constitutes a taxable event to Shareholders. See United States Federal Tax Consequences Taxation of U.S. Shareholders and ERISA and Related Considerations.
Voting Rights	Owners of Shares do not have any voting rights. See Description of the Shares and the Trust Agreement Voting Rights.

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Suspension of Issuance, Transfers and Redemptions	The trustee may suspend the delivery or registration of transfers of Shares, or may refuse a particular deposit or transfer at any time, if the trustee or the sponsor think it advisable for any reason. Redemptions may be suspended only (i) during any period in which regular trading on NYSE Arca is suspended or restricted, or one or both exchanges are closed, or (ii) during an emergency as a result of which delivery, disposal or evaluation of gold is not reasonably practicable. See Description of the Shares and the Trust Agreement Requirements for Trustee Actions.
Limitation on Liability	The sponsor and the trustee: are only obligated to take the actions specifically set forth in the Trust Agreement without negligence or bad faith; are not liable for the exercise of discretion permitted under the Trust Agreement; and have no obligation to prosecute any lawsuit or other proceeding on behalf of the Shareholders or any other person. See Description of the Shares and the Trust Agreement Limitations on Obligations and Liability.
Termination events	The trustee will terminate the Trust Agreement if: the trustee is notified that the Shares are delisted from NYSE Arca and are not approved for listing on another national securities exchange within five business days of their delisting; holders of at least 75% of the outstanding Shares notify the trustee that they elect to terminate the trust; 60 days have elapsed since the trustee notified the sponsor of the trustee s election to resign and a successor trustee has not been appointed and accepted its appointment; the SEC determines that the trust is an investment company under the Investment Company Act of 1940, as amended, and the trustee has actual knowledge of that determination; the aggregate market capitalization of the trust, based on the closing price for the Shares, was less than $350 million for five consecutive trading days and the trustee receives, within six months from the last of those trading days, notice that the sponsor has decided to terminate the trust; the CFTC determines that the trust is a commodity pool under the Commodity Exchange Act and the trustee has actual knowledge of that determination; or the trust fails to qualify for treatment, or ceases to be treated, as a grantor trust for United States federal income tax purposes and the trustee receives notice that the sponsor has determined that the termination of the trust is advisable.

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	If not terminated earlier by the trustee, the trust will terminate on January 19, 2045. See Description of the Shares and the Trust Agreement Amendment and Termination. After termination of the trust, the trustee will deliver trust property upon surrender and cancellation of Shares and, ninety days after termination, may sell any remaining trust property in a private or public sale, and hold the proceeds, uninvested and in a non-interest bearing account, for the benefit of the holders who have not surrendered their Shares for cancellation. See Description of the Shares and the Trust Agreement Amendment and Termination.
Authorized Participants	Baskets may be created or redeemed only by Authorized Participants. Each Authorized Participant must be a registered broker-dealer, a participant in DTC, have entered into an agreement with the trustee (the Authorized Participant Agreement) and be in a position to transfer gold to, and take delivery of gold from, the custodian through one or more gold accounts. The Authorized Participant Agreement provides the procedures for the creation and redemption of Baskets and for the delivery of gold in connection with such creations or redemptions. A list of the current Authorized Participants can be obtained from the trustee or the sponsor.
Clearance and settlement	The Shares are issued in book-entry form only. Transactions in Shares clear through the facilities of DTC. Investors may hold their Shares through DTC, if they are participants in DTC, or indirectly through entities that are participants in DTC.

SUMMARY FINANCIAL CONDITION

As of the close of business on December 31, 2012, the net asset value of the trust was $11,645,298,468 and the NAV was $16.18.

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RISK FACTORS

Before making an investment decision, you should consider carefully the risks described below, as well as the other information included in this prospectus.

Because the Shares are created to reflect the price of the gold held by the trust, the market price of the Shares will be as unpredictable as the price of gold has historically been. This creates the potential for losses, regardless of whether you hold Shares for a short-, mid- or long-term.

Shares are created to reflect, at any given time, the market price of gold owned by the trust at that time less the trust s expenses and liabilities. Because the value of Shares depends on the price of gold, it is subject to fluctuations similar to those affecting gold prices. The price of gold has fluctuated widely over the past several years. If gold markets continue to be characterized by the wide fluctuations that they have shown in the past several years, the price of the Shares will change widely and in an unpredictable manner. This exposes your investment in Shares to potential losses if you need to sell your Shares at a time when the price of gold is lower than it was when you made your investment in Shares. Even if you are able to hold Shares for the mid- or long-term you may never realize a profit, because gold markets have historically experienced extended periods of flat or declining prices.

Following an investment in Shares, several factors may have the effect of causing a decline in the prices of gold and a corresponding decline in the price of Shares. Among them:

- Large sales, including those by the official sector (government, central banks and related institutions), which own a significant portion of the aggregate world holdings. If one or more of these institutions decides to sell in amounts large enough to cause a decline in world gold prices, the price of the Shares will be adversely affected.

- A significant increase in gold hedging activity by gold producers. Should there be an increase in the level of hedge activity of gold producing companies, it could cause a decline in world gold prices, adversely affecting the price of the Shares.

- A significant change in the attitude of speculators and investors towards gold. Should the speculative community take a negative view towards gold, it could cause a decline in world gold prices, negatively impacting the price of the Shares.

Conversely, several factors may trigger a temporary increase in the price of gold prior to your investment in the Shares. If that is the case, you will be buying Shares at prices affected by the temporarily high prices of gold, and you may incur losses when the causes for the temporary increase disappear.

The amount of gold represented by each Share will continue to decrease over the life of the trust due to the sales of gold necessary to pay the sponsor s fee and trust expenses. Without increases in the price of gold sufficient to compensate for that decrease, the price of the Shares will also decline and you will lose money on your investment in Shares.

Although the sponsor has agreed to assume all organizational and certain ordinary administrative and marketing expenses incurred by the trust, not all trust expenses have been assumed by the sponsor. For example, any taxes and other governmental charges that may be imposed on the trust s property will not be paid by the sponsor. As part of its agreement to assume some of the trust s ordinary administrative expenses, the sponsor has agreed to pay legal fees and expenses of the trust not in excess of $100,000 per annum. Any legal fees and expenses in excess of that amount will be the responsibility of the trust.

Because the trust does not have any income, it needs to sell gold to cover the sponsor s fee and expenses not assumed by the sponsor. The trust may also be subject to other liabilities (for example, as a

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result of litigation) which have also not been assumed by the sponsor. The only source of funds to cover those liabilities will be sales of gold held by the trust. Even if there are no expenses other than those assumed by the sponsor, and there are no other liabilities of the trust, the trustee will still need to sell gold to pay the sponsor s fee. The result of these periodic sales is that the amount of gold represented by each Share will decrease. New deposits of gold, received in exchange for new Shares issued by the trust, do not reverse this trend.

A decrease in the amount of gold represented by each Share results in a decrease in its price even if the price of gold has not changed. To retain the Share s original price, the price of gold has to increase. Without that increase, the lesser amount of gold represented by the Share will have a correspondingly lower price. If these increases do not occur, or are not sufficient to counter the lesser amount of gold represented by each Share, you will sustain losses on your investment in Shares.

An increase in the trust expenses not assumed by the sponsor, or the existence of unexpected liabilities affecting the trust, will force the trustee to sell larger amounts of gold, and will result in a more rapid decrease of the amount of gold represented by each Share and a corresponding decrease in its value.

The trust is a passive investment vehicle. This means that the value of your Shares may be adversely affected by trust losses that, if the trust had been actively managed, it might have been possible to avoid.

The trustee does not actively manage the gold held by the trust. This means that the trustee does not sell gold at times when its price is high, or acquire gold at low prices in the expectation of future price increases. It also means that the trustee does not make use of any of the hedging techniques available to professional gold investors to attempt to reduce the risks of losses resulting from price decreases. Any losses sustained by the trust will adversely affect the value of your Shares.

The price received upon the sale of Shares may be less than the value of the gold represented by them.

The result obtained by subtracting the trust s expenses and liabilities on any day from the price of the gold owned by the trust on that day is the net asset value of the trust which, when divided by the number of Shares outstanding on that date, results in the net asset value per Share, or NAV.

Shares may trade at, above or below their NAV. The NAV will fluctuate with changes in the market value of the trust s assets. The trading prices of Shares will fluctuate in accordance with changes in their NAVs as well as market supply and demand. The amount of the discount or premium in the trading price relative to the NAV may be influenced by non-concurrent trading hours between the major gold markets and NYSE Arca. While the Shares will trade on NYSE Arca until 4:00 p.m. New York time, liquidity in the market for gold will be reduced after the close of the major world gold markets, including London, Zurich and COMEX. As a result, during this time, trading spreads, and the resulting premium or discount on Shares, may widen.

The liquidation of the trust may occur at a time when the disposition of the trust s gold will result in losses to investors in Shares.

The trust will have limited duration. If certain events occur, at any time, the trustee will have to terminate the trust. Otherwise, the trust will terminate automatically after forty years. See Description of the Shares and the Trust Agreement Amendment and Termination for more information about the termination of the trust, including when events outside the control of the sponsor, the trustee or the Shareholders may prompt the trust s termination.

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Upon termination of the trust, the trustee will sell gold in the amount necessary to cover all expenses of liquidation, and to pay any outstanding liabilities of the trust. The remaining gold will be distributed among investors surrendering Shares. Any gold remaining in the possession of the trustee after 90 days may be sold by the trustee and the proceeds of the sale will be held by the trustee until claimed by any remaining holders of Shares. Sales of gold in connection with the liquidation of the trust at a time of low prices will likely result in losses, or adversely affect your gains, on your investment in Shares.

There may be situations where an Authorized Participant is unable to redeem a Basket of shares. To the extent the value of gold decreases, these delays may result in a decrease in the value of the gold the Authorized Participant will receive when the redemption occurs, as well as a reduction in liquidity for all Shareholders in the secondary market.

Although Shares surrendered by Authorized Participants in Basket-size aggregations are redeemable in exchange for the underlying amount of gold, redemptions may be suspended during any period while regular trading on NYSE Arca is suspended or restricted, or in which an emergency exists that makes it reasonably impracticable to deliver, dispose of, or evaluate gold. If any of these events occurs at a time when an Authorized Participant intends to redeem Shares, and the price of gold decreases before such Authorized Participant is able again to surrender for redemption Baskets of Shares, such Authorized Participant will sustain a loss with respect to the amount that it would have been able to obtain in exchange for the gold received from the trust upon the redemption of its Shares, had the redemption taken place when such Authorized Participant originally intended it to occur. As a consequence, Authorized Participants may reduce their trading in Shares during periods of suspension, decreasing the number of potential buyers of Shares in the secondary market and, therefore, decreasing the price a Shareholder may receive upon sale.

The liquidity of the Shares may also be affected by the withdrawal from participation of Authorized Participants.

In the event that one or more Authorized Participants that have substantial interests in Shares withdraw from participation, the liquidity of the Shares will likely decrease which could adversely affect the market price of the Shares and result in your incurring a loss on your investment.

Authorized Participants with large holdings may choose to terminate the trust.

Holders of 75% of the Shares have the power to terminate the trust. This power may be exercised by a relatively small number of holders. If it is so exercised, investors who wished to continue to invest in gold through the vehicle of the trust will have to find another vehicle, and may not be able to find another vehicle that offers the same features as the trust.

The lack of an active trading market for the Shares may result in losses on your investment at the time of disposition of your Shares.

Although Shares are listed for trading on NYSE Arca, you should not assume that an active trading market for the Shares will develop or be maintained. If you need to sell your Shares at a time when no active market for them exists, such lack of an active market will most likely adversely affect the price you receive for your Shares (assuming you are able to sell them).

If the process of creation and redemption of Baskets of Shares encounters any unanticipated difficulties, the possibility for arbitrage transactions intended to keep the price of the Shares closely linked to the price of gold may not exist and, as a result, the price of the Shares may fall or otherwise diverge from NAV.

If the processes of creation and redemption of shares (which depend on timely transfers of gold to and by the trust s custodian) encounter any unanticipated difficulties, potential market participants who would

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otherwise be willing to purchase or redeem Baskets of Shares to take advantage of any arbitrage opportunity arising from discrepancies between the price of the Shares and the price of the underlying gold may not take the risk that, as a result of those difficulties, they may not be able to realize the profit they expect. If this is the case, the liquidity of the Shares may decline and the price of the Shares may fluctuate independently of the price of gold and may fall or otherwise diverge from NAV.

As an owner of Shares, you will not have the rights normally associated with ownership of other types of shares.

Shares are not entitled to the same rights as shares issued by a corporation. By acquiring Shares, you are not acquiring the right to elect directors, to receive dividends, to vote on certain matters regarding the issuer of your Shares or to take other actions normally associated with the ownership of shares. You will only have the limited rights described under Description of the Shares and the Trust Agreement.

As an owner of Shares, you will not have the protections normally associated with ownership of shares in an investment company registered under the Investment Company Act of 1940, or the protections afforded by the Commodity Exchange Act of 1936.

The trust is not registered as an investment company for purposes of United States federal securities laws, and is not subject to regulation by the SEC as an investment company. Consequently, the owners of Shares do not have the regulatory protections provided to investors in investment companies. For example, the provisions of the Investment Company Act that limit transactions with affiliates, prohibit the suspension of redemptions (except under certain limited circumstances) or limit sales loads do not apply to the trust.

The trust does not hold or trade in commodity futures contracts regulated by the Commodity Exchange Act (CEA), as administered by the Commodity Futures Trading Commission (CFTC). Furthermore, the Trust is not a commodity pool for purposes of the CEA, and its sponsor is not subject to regulation by the CFTC as a commodity pool operator, or a commodity trading advisor. Consequently, the owner of Shares does not have the regulatory protections provided to investors in CEA-regulated instruments or commodity pools. Consequently, the trustee is not subject to registration as a commodity pool operator and the owners of Shares do not receive the disclosure document and certified annual report required to be delivered by a commodity pool operator.

The value of the Shares will be adversely affected if gold owned by the trust is lost or damaged in circumstances in which the trust is not in a position to recover the corresponding loss.

The custodian is responsible to the trust for loss or damage to the trust s gold only under limited circumstances. The agreement with the custodian contemplates that the custodian will be responsible to the trust only if it acts with negligence, fraud or in willful default of its obligations under the custodian agreement. In addition, the custodian has agreed to indemnify the trust for any loss or liability directly resulting from a breach of the custodian s representations and warranties in the custodian agreement, a failure of the custodian to act in accordance with the trustee s instructions or any physical loss, destruction or damage to the gold held for the trust s account, except for losses due to nuclear accidents, terrorism, riots, acts of God, insurrections, strikes and similar causes beyond the control of the custodian for which the custodian will not be responsible to the trust. The custodian has no obligation to replace any gold lost under circumstances for which the custodian is liable to the trust. The custodian s liability to the trust, if any, will be limited to the value of any gold lost, or the amount of any balance held on an unallocated basis, at the time of the custodian s negligence, fraud or willful default, or at the time of the act or omission giving rise to the claim for indemnification.

In addition, because the custodian agreement is governed by English law, any rights which the holders of the Shares may have against the custodian will be different from, and may be more limited than, those

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that could have been available to them under the laws of a different jurisdiction. The choice of English law to govern the custodian agreement, however, is not expected to affect any rights that the holders of the Shares may have against the trust or the trustee.

Any loss of gold owned by the trust will result in a corresponding loss in the NAV and it is reasonable to expect that such loss will also result in a decrease in the value at which the Shares are traded on NYSE Arca.

Gold transferred to the trust in connection with the creation of Baskets of Shares may not be of the quality required under the Trust Agreement. The trust will sustain a loss if the trustee issues Shares in exchange for gold of inferior quality and that loss will adversely affect the value of all existing Shares.

The procedures agreed to with the custodian contemplate that the custodian must undertake certain tasks in connection with the inspection of gold delivered by Authorized Participants in exchange for Baskets of Shares. The custodian s inspection includes review of the corresponding bar list to ensure that it accurately describes the weight, fineness, refiner marks and bar numbers appearing on the gold bars, but does not include any chemical or other tests designed to verify that the gold received does, in fact, meet the purity requirements referred to in the Trust Agreement. Accordingly, such inspection procedures may not prevent the deposit of gold that fails to meet these purity standards. Each Authorized Participant that deposits gold in the trust is liable to the trust if that gold does not meet the requirements of the Trust Agreement. The custodian will not be responsible or liable to the trust or to any investor in the event any gold otherwise properly inspected by it does not meet the purity requirements contained in the Trust Agreement. To the extent that Baskets of Shares are issued in exchange for gold of inferior quality and the trust is not able to recover damages from the Authorized Participant that deposited that gold, the total value of the assets of the trust will be adversely affected and, with it, the NAV. In these circumstances, it is reasonable to expect that the value at which the Shares trade on NYSE Arca will also be adversely affected.

The value of the Shares will be adversely affected if the trust is required to indemnify the sponsor or the custodian as contemplated in the Trust Agreement and the custody agreement.

Under the Trust Agreement, the sponsor has a right to be indemnified from the trust for any liability or expense it incurs without negligence, bad faith or willful misconduct on its part. Similarly, the custodian agreement provides for indemnification of the custodian by the trust under certain circumstances. That means that it may be necessary to sell assets of the trust to cover losses or liability suffered by the sponsor or the custodian. Any sale of that kind would reduce the net asset value of the trust and the value of the Shares.

STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus includes statements which relate to future events or future performance. In some cases, you can identify such forward-looking statements by terminology such as may, should, expect, plan, anticipate, believe, estimate, predict, potential or the negative of th other comparable terminology. All statements (other than statements of historical fact) included in this prospectus that address activities, events or developments that may occur in the future, including such matters as changes in commodity prices and market conditions (for gold and the Shares), the trust s operations, the sponsor s plans and references to the trust s future success and other similar matters are forward-looking statements. These statements are only predictions. Actual events or results may differ materially. These statements are based upon certain assumptions and analyses made by the sponsor on the basis of its perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances. Whether or not actual results and developments will conform to the sponsor s expectations and predictions, however, is subject to a number

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of risks and uncertainties, including the special considerations discussed in this prospectus, general economic, market and business conditions, changes in laws or regulations, including those concerning taxes, made by governmental authorities or regulatory bodies, and other world economic and political developments. See Risk Factors. Consequently, all the forward-looking statements made in this prospectus are qualified by these cautionary statements, and there can be no assurance that the actual results or developments the sponsor anticipates will be realized or, even if substantially realized, that they will result in the expected consequences to, or have the expected effects on, the trust s operations or the value of the Shares. Moreover, neither the sponsor, nor any other person assumes responsibility for the accuracy or completeness of the 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.

USE OF PROCEEDS

Proceeds received by the trust from the issuance and sale of Baskets consist of gold deposits. Such deposits are held by the custodian on behalf of the trust until (i) distributed to Authorized Participants in connection with redemptions of Baskets or (ii) sold to pay fees due to the sponsor and trust expenses and liabilities not assumed by the sponsor. See Business of the Trust Trust Expenses.

THE GOLD INDUSTRY

Introduction

This section provides a brief introduction to the gold industry by looking at some of the key participants, detailing the primary sources of demand and supply and outlining the role of the official sector (*i.e.,* central banks) in the market.

Market Participants

The participants in the world gold market may be classified in the following sectors: the mining and producer sector, the banking sector, the official sector, the investment sector; and the manufacturing sector. A brief description of each follows.

Mining and Producer Sector

This group includes mining companies that specialize in gold and silver production; mining companies that produce gold as a by-product of other production (such as a copper or silver producer); scrap merchants and recyclers.

Banking Sector

Bullion banks provide a variety of services to the gold market and its participants, thereby facilitating interactions between other parties. Services provided by the bullion banking community include traditional banking products as well as mine financing, physical gold purchases and sales, hedging and risk management, inventory management for industrial users and consumers, and gold deposit and loan instruments.

The Official Sector

The official sector encompasses the activities of the various central banking operations of gold-holding countries. In September 1999 a group of 15 central banks acting to clarify their intentions with respect to their gold holdings signed the Central Bank Gold Agreement commonly called the Washington Accord on

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Gold. The signatories included the European Central Bank and the central banks of Austria, Belgium, Finland, France, Germany, Ireland, Italy, Luxembourg, the Netherlands, Portugal, Spain, Sweden, Switzerland, and England. The original agreement limited incremental sales by the 15 signatories to 400 tonnes per annum over the ensuing five-year period. The original Washington Accord on Gold expired in September 2004, and was renewed by almost all of the original signatories for a second five-year period (England did not renew in 2004). The second Washington Accord Agreement expired in September 2009 and was renewed again by all signatories of the second agreement for a third five-year period. In addition, the central banks of Cyprus, Greece, Malta, Slovakia and Slovenia signed the 2009 accord. The current per annum limit on gold sales is 400 tonnes, with total sales not to exceed 2,000 tonnes in the five-year period.

The Investment Sector

This sector includes the investment and trading activities of both professional and private investors and speculators. These participants range from large hedge and mutual funds to day-traders on futures exchanges and retail-level coin collectors.

The Manufacturing Sector

The fabrication and manufacturing sector represents all the commercial and industrial users of gold for whom gold is a daily part of their business. The jewelry industry is a large user of gold. Other industrial users of gold include the electronics and dental industries.

World Gold Supply and Demand (2002-2011)

The following table sets forth a summary of the world gold supply and demand from 2002-2011:

(Tonnes)[1]	**2002**	**2003**	**2004**	**2005**	**2006**	**2007**	**2008**	**2009**	**2010**	**2011**
Supply										
Mine production	2,625	2,631	2,504	2,561	2,495	2,497	2,429	2,611	2,740	2,818
Net official sector sales	547	620	479	663	365	484	235	34		
Old gold scrap	874	991	881	902	1,133	1,005	1,350	1,735	1,719	1,661
Net producer hedging										6
Total Supply	**4,045**	**4,241**	**3,864**	**4,127**	**3,993**	**3,985**	**4,014**	**4,379**	**4,459**	**4,486**
Demand										
Fabrication										
Jewelry	2,662	2,484	2,616	2,719	2,300	2,423	2,304	1,814	2,017	1,973
Other	481	519	564	586	658	680	723	703	767	786
Total Fabrication	3,143	3,003	3,180	3,305	2,958	3,103	3,027	2,516	2,784	2,759
Net official sector purchases									77	455
Physical bar investment	232	177	215	251	233	240	621	498	882	1,209
Net producer de-hedging	379	289	438	92	434	432	357	234	108	
Implied net investment	291	772	31	478	368	210	9	1,131	608	62
Total Demand	**4,045**	**4,241**	**3,864**	**4,127**	**3,993**	**3,985**	**4,014**	**4,379**	**4,459**	**4,486**
Gold Price (London PM, US$/oz)	309.68	363.32	409.17	444.45	603.77	695.39	871.96	972.35	1,224.52	1,571.52

Note: Totals may not add due to independent rounding. Net producer hedging is the change in the physical market impact of mining companies gold loans, forwards and options positions. Implied net investment is

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the residual from combining all other Thomson Reuters GFMS data on the gold supply/demand as shown in the Summary Table. As such, it captures the net physical impact of all transactions not covered by the other supply/demand variables.

(1) *Tonne refers to one metric ton. This is equivalent to 1,000 kilograms or 32,150.7465 troy ounces.*

Source: *Gold Survey 2012*, Thomson Reuters GFMS

Historical Chart of the Price of Gold

The price of gold is volatile and its fluctuations are expected to have a direct impact on the value of the Shares. However, movements in the price of gold in the past, and any past or present trends, are not a reliable indicator of future movements. Movements may be influenced by various factors, including announcements from central banks regarding a country s reserve gold holdings, agreements among central banks, fluctuations in the value of the U.S. dollar, political uncertainties around the world, and economic concerns.

Historical Chart of the London PM Fix

The following chart illustrates the changes in the London PM Fix gold prices from December 2002 through January 2013.

Source: LBMA

The ongoing recovery in the gold price began in 2001. First, declining U.S. interest rates resulted in a fall in the contango (i.e., the premium available on gold for future delivery), which reduced the returns available to producers for forward sales. Second, several mining companies reduced or eliminated their hedging activities in 2001 in response to pressure from shareholders seeking greater leverage to the price

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of gold, thereby reducing the amount of gold supply entering the market. This led a number of speculators and others who were short gold to close out short positions, further increasing demand. Finally, the terrorist attacks of September 11, 2001 and their political, military, and economic implications led to a sharp rise in the gold price, although gains somewhat moderated by year end.

Between 2002 and 2004 the price of gold in U.S. dollars continued to rise due to a number of factors, including the decline in the U.S. dollar against other currencies, the poor performance of U.S. and other major equities markets, a surge in investment demand in commodities as an asset class generally and gold specifically, the renewal of the Central Bank Gold Agreement in 2004, and continued reduction in forward selling by mining companies. It is important to note that central bank gold sales continued over the period and, indeed, the second Central Bank Gold Agreement increased the potential size of sales by the signatories under the agreement. This increase in the price of gold during this period was the first such gain over a three year period since the early 1990s.

After a rapid rise starting in the second half of 2005 through mid-2006, there was a period of short decline and sideways volatility in the price of gold lasting through the end of that year. In May 2006, the peak was $725 per ounce. Until about August of 2007, prices were below that high, but since have moved up strongly, reaching a new high of $1,011.25 on March 17, 2008, and ending at $869.75 per ounce on December 31, 2008. Gold prices were quite volatile between the March 2008 high and the end of December 2008 with run-ups and falls of over $150 in each direction. The gyrating price movements reflect the battles between inflationary and deflationary pressures, US Dollar strengthening against many major currencies and global economic uncertainty going into 2009.

Gold prices continued its upward trend in 2009. After rallying to $1,212.50 per ounce in early December 2009, it fell back down to $1,087.50 per ounce to close the 2009 year. This still resulted in a gain of over 25% for the year. Upward price movement for gold price continued in 2010, reaching a new pre-inflation adjusted record high of $1,421.00 per ounce on November 9, 2010. On December 30, 2010, the price of gold was $1,405.50 per ounce and as of December 29, 2011, the price of gold was $1,531.00 per ounce. Demand for the metal, ranging from jewelry production to retail and institutional investors, fueled a sustained rally in gold price throughout 2012. Persistent negative real rates, accommodative policies from central banks and increased liquidity of gold investment vehicles have further supported the price of gold. As of January 31, 2013, the price of gold was $1,664.75 per ounce.

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OPERATION OF THE GOLD MARKET

Over-the-Counter Market

The OTC gold market includes spot, forward, and option and other derivative transactions conducted on a principal-to-principal basis. While this is a global 24-hour per day market, its main centers are London, New York and Zurich.

Five members of the LBMA, the trade association that acts as the coordinator for activities conducted on behalf of its members and other participants in the London bullion market, act as OTC market-makers and most OTC market trades are cleared through London. The LBMA plays an important role in setting OTC gold trading industry standards. A London Gold Delivery Bar (as described below), which is acceptable for settlement of any OTC transaction will be acceptable for delivery to the trust in connection with the issuance of Baskets of Shares.

Futures Exchanges

Future exchanges seek to provide a neutral, regulated marketplace for the trading of derivatives contracts for commodities. Future contracts are defined by the exchange for each commodity. For each commodity traded, this contract specifies the precise quality and quantity standards. The contract s terms and conditions also define the location and timing of physical delivery.

An exchange does not buy or sell those contracts, but seeks to offer a transparent forum where members, on their own behalf or on the behalf of customers, can trade the contracts in a safe, efficient and orderly manner.

The most significant gold futures exchanges are the COMEX, operated by Commodities Exchange, Inc., a subsidiary of New York Mercantile Exchange, Inc., and the Tokyo Commodity Exchange (TOCOM). The COMEX is the largest exchange in the world for trading metals futures and options and has been trading gold since 1974. The TOCOM has been trading gold since 1982.

COMEX

Gold futures opened for trading on the COMEX on December 31, 1974, coinciding with the lifting of the Government s ban on gold ownership by private citizens in the United States. During regular trading hours at COMEX, the commodity contracts are traded through open outcry; a verbal auction in which all bids, offers and trades must be publicly announced to all members. The prices at which each commodity trades throughout the day serve as world benchmarks. They are immediately transmitted around the world by a wide variety of price-reporting services under arrangement with the exchange. Electronic trading is offered by the exchange after regular market hours. Except for brief breaks to switch between open outcry and electronic trading in the evening and the morning, gold trades almost 24 hours a day, five business days a week.

The COMEX rules and procedures seek to insure the integrity of the trading process. They are complemented by a system designed to insure the quality of the physical gold used for delivery under the futures contracts. For gold to be eligible for delivery upon a COMEX contract, it must be deposited into an exchange-licensed depository from a source that is capable of guaranteeing the gold s quality. The three sources include: (1) a refiner approved for COMEX gold delivery, (2) an assayer approved to assay such gold, or (3) from another licensed depository, when it entered that depository via either (1) or (2). Gold can only be moved from any of these sources by a COMEX-approved deliverer. Throughout every step, the gold bar must be accompanied by a complete documentary history of its movement. If this chain of integrity is broken at any point, the bar is not eligible and either must be re-assayed to prove its quality or sent back to the refinery to be recast.

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The trading unit of COMEX gold futures contracts is 100 troy ounces. Gold bars tendered for delivery can be cast in the form of either one bar or three one-kilogram bars. In either form, the gross weight of the bar or bars tendered for each contract must be within a five-percent tolerance. The bars must assay at not less than 995 fineness, i.e. 99.5% pure gold. The weight, fineness, bar number and identifying stamp of the refiner must be clearly incised on each bar by the approved refiner. The buyer taking delivery pays for the actual gold content, called the fine weight, in the bar. The fine weight is determined by multiplying the gross weight of the bar or bars tendered for each contract by their fineness. For example, a bar with a gross weight of 100 oz. with a fineness of 995, has a fine weight of 99.5 troy ounces. Delivery of COMEX gold is based on negotiable warehouse receipts, called warrants, for specific bars identified on the receipt which are stored in licensed depositories located in New York City.

All procedures described above are set forth in the COMEX rules and regulations as in effect as of the date of this prospectus. These rules and regulations are established by the Board of Directors of the NYMEX and subject to change by that body.

Exchange Regulation

In addition to the public nature of the pricing, futures exchanges in the United States are regulated at two levels, internal and external governmental supervision. The internal is performed through self-regulation and consists of regular monitoring of the following: the open-outcry process to insure that it is conducted in conformance with all exchange rules; the financial condition of all exchange member firms to insure that they continuously meet financial commitments; and the positions of commercial and non-commercial customers to insure that physical delivery and other commercial commitments can be met, and that pricing is not being improperly affected by the size of any particular customer positions. External governmental oversight is performed by the CFTC, which reviews all the rules and regulations of United States futures exchanges and monitors their enforcement. The CFTC oversees the operation of the U.S. commodity futures markets, including COMEX. One of the principal public policy objectives of the Commodity Exchange Act is to insure the integrity of the markets it oversees and the reliability of the prices of trades on those markets. The Commodity Exchange Act and CFTC require markets, including COMEX, to have rules and procedures to prevent market manipulation, abusive trade practice and fraud and the CFTC conducts regular review of the markets rule enforcement programs.

The London Bullion Market

Most trading in physical gold is conducted on the OTC market, predominantly in London. LBMA coordinates various OTC-market activities, including clearing and vaulting, acts as the principal intermediary between physical gold market participants and the relevant regulators, promotes good trading practices and develops standard market documentation. In addition, the LBMA promotes refining standards for the gold market by maintaining the London Good Delivery Lists, which identify refiners of gold that have been approved by the LBMA.

In the OTC market, gold bars that meet the specifications for weight, dimensions, fineness (or purity), identifying marks (including the assay stamp of an LBMA-acceptable refiner) and appearance described in The Good Delivery Rules for Gold and Silver Bars published by the LBMA are referred to as London Good Delivery Bars. A London Good Delivery Bar (typically called a 400 ounce bar) must contain between 350 and 430 fine troy ounces of gold (1 troy ounce = 31.1034768 grams), with a minimum fineness (or purity) of 995 parts per 1000 (99.5%), be of good appearance and be easy to handle and stack. The fine gold content of a gold bar is calculated by multiplying the gross weight of the bar (expressed in units of 0.025 troy ounces) by the fineness of the bar. A London Good Delivery Bar must also bear the stamp of one of the refiners identified on the London Good Delivery List.

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Twice daily during London trading hours there is a fix which provides reference gold prices for that day s trading. OTC market participants typically use the morning (AM) or afternoon (PM) London fix, as quoted by various financial information sources, to determine the price of a long-term contract or as a general basis for valuations. Formal participation in the London fix is traditionally limited to five members, each of which is a bullion dealer and a member of the LBMA. The chairmanship rotates annually among the five member firms. The morning session of the fix starts at 10:30 AM London time and the afternoon session starts at 3:00 PM London time, with each fix conducted over the telephone. The current members of the gold fixing are Bank of Nova Scotia ScotiaMocatta, Barclays Bank plc, Deutsche Bank AG, HSBC Bank USA, N.A., and Société Générale. Other market participants may participate in the trading on the fix only through one of the five gold fixing members by placing orders either directly with one of the five fixing members or other bullion dealers that will in turn communicate the orders to a fixing member. The chairman initiates the fixing by suggesting a trying price , which reflects the market prevailing market price at the open of the fix, based on the net interest. The fixing members relay the trying price to their dealing rooms, and the price of gold is adjusted up or down in the course of the fix until all buy and sell orders are matched, at which time the price is declared fixed and relayed to the market through various media.

London Market Regulation

Regulation of the London gold market s participants, including the major participating members of the LBMA is the responsibility of the Financial Services Authority (FSA) pursuant to the Financial Services and Markets Act 2000 (FSM Act). This law makes all UK-based banks and investment firms, subject to certain fitness and properness, capital adequacy, liquidity, and systems and control requirements. Spot, commercial forwards, and deposits of gold not covered by the FSM Act is subject to The London Code of Conduct for Non-Investment Products, which was established by market participants in conjunction with the Bank of England.

Not a Regulated Commodity Pool

The trust does not trade in gold futures contracts on COMEX or on any other futures exchange. The trust takes delivery of physical gold that complies with the COMEX gold delivery rules or the LBMA gold delivery rules. Because the trust does not trade in gold futures contracts on any futures exchange, the trust is not regulated by the CFTC under the Commodity Exchange Act as a commodity pool, and is not operated by a CFTC-regulated commodity pool operator. Investors in the trust do not receive the regulatory protections afforded to investors in regulated commodity pools, nor may COMEX or any futures exchange enforce its rules with respect to the trust s activities. In addition, investors in the trust do not benefit from the protections afforded to investors in gold futures contracts on regulated futures exchanges.

Other Methods of Investing in Gold

The Trust competes with other financial vehicles, including traditional debt and equity securities issued by companies in the gold industry and other securities backed by or linked to gold, direct investments in gold and investment vehicles similar to the Trust.

BUSINESS OF THE TRUST

The activities of the trust are limited to (1) issuing Baskets of Shares in exchange for the gold deposited with the custodian as consideration, (2) selling gold as necessary to cover the sponsor s fee, trust expenses not assumed by the sponsor and other liabilities and (3) delivering gold in exchange for Baskets of Shares surrendered for redemption. The trust is not actively managed. It does not engage in any activities designed to obtain a profit from, or to ameliorate losses caused by, changes in the price of gold.

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Trust Objective

The objective of the trust is for the value of the Shares to reflect, at any given time, the price of gold owned by the trust at that time less the trust s expenses and liabilities. The Shares are intended to constitute a simple and cost-effective means of making an investment similar to an investment in gold. An investment in physical gold requires expensive and sometimes complicated arrangements in connection with the assay, transportation, warehousing and insurance of the metal. Traditionally, such expense and complications have resulted in investments in physical gold being efficient only in amounts beyond the reach of many investors. The Shares have been designed to remove the obstacles represented by the expense and complications involved in an investment in physical gold, while at the same time having an intrinsic value that reflects, at any given time, the price of the gold owned by the trust at such time less the trust expenses and liabilities. Although the Shares are not the exact equivalent of an investment in gold, they provide investors with an alternative that allows a level of participation in the gold market through the securities market.

An investment in Shares is:

Backed by gold held by the custodian on behalf of the trust.

The Shares are backed by the assets of the trust. The trustee s arrangements with the custodian contemplate that at the end of each business day there can be in the trust account maintained by the custodian no gold in an unallocated form. Accordingly, the trust s gold holdings are identified on the custodian s books as the property of the trust and held in New York, Toronto, London and other locations that may be authorized in the future.

As accessible and easy to handle as any other investment in shares.

Retail investors may purchase and sell Shares through traditional brokerage accounts. Because the intrinsic value of each Share is a function of the price of only a fraction of an ounce of gold held by the trust, the cash outlay necessary for an investment in Shares should be less than the amount required for currently existing means of investing in physical gold. Shares are eligible for margin accounts.

Listed.

The Shares are listed and trade on NYSE Arca under the symbol IAU.

Relatively cost efficient.

Because the expenses involved in an investment in physical gold are dispersed among all holders of Shares, an investment in Shares may represent a cost-efficient alternative to investments in gold for investors not otherwise in a position to participate directly in the market for physical gold.

Secondary Market Trading

While the objective of the trust is for the value of the Shares to reflect, at any given time, the price of gold owned by the trust at that time less the trust s expenses and liabilities, Shares may trade at, above or below their NAV. The NAV of Shares will fluctuate with changes in the market value of the trust s assets. The trading prices of Shares will fluctuate in accordance with changes in their NAV as well as market supply and demand. The amount of the discount or premium in the trading price relative to the NAV may be influenced by non-concurrent trading hours between the major gold markets and NYSE Arca. While the Shares trade on NYSE Arca until 4:00 p.m. New York time, liquidity in the market for gold may be reduced after the close of the major world gold markets, including London, Zurich and COMEX. As a result, during this time, trading spreads, and the resulting premium or discount, on Shares may widen. However, given that Baskets of Shares can be created and redeemed in exchange for the underlying amount of gold, the sponsor believes that the arbitrage opportunities may provide a mechanism to mitigate the effect of such premium or discount.

Valuation of Gold; 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 of the trust. For purposes of making these calculations, a business day means any day other than a day when NYSE Arca is closed for regular trading.

The trustee values the trust s gold on the basis of that day s announced London PM Fix. If there is no announced London PM Fix on a business day the trustee is authorized to use the most recently announced London AM Fix unless the trustee, in consultation with the sponsor, determines that such price is inappropriate as a basis for evaluation.

Once the value of the gold has been determined, the trustee subtracts all accrued fees, expenses and other liabilities of the trust from the total value of the gold and all other assets of the trust. The resulting figure is the net asset value of the trust. The trustee determines the NAV by dividing the net asset value of the trust by the number of Shares outstanding at the time the computation is made.

Trust Expenses

The trust s only ordinary recurring expense is expected to be the sponsor s fee. In exchange for the sponsor s fee the sponsor has agreed to assume the following administrative and marketing expenses incurred by the trust: the trustee s fee, the custodian s fees, 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 expenses.

The sponsor s fee is accrued daily at an annualized rate equal to 0.25% of the net asset value of the trust and is payable monthly in arrears. The trustee will, when directed by the sponsor, and, in the absence of such direction, may, in its discretion, sell gold in such quantity and at such times, as may be necessary to permit payment of the sponsor s fee and of trust expenses or liabilities not assumed by the sponsor. The trustee is authorized to sell gold at such times and in the smallest amounts required to permit such payments as they become due, it being the intention to avoid or minimize the trust s holdings of assets other than gold. Accordingly, the amount of gold to be sold will vary from time to time depending on the level of the trust s expenses and the market price of gold. The custodian has agreed to purchase from the trust, at the request of the trustee, gold needed to cover trust expenses at a price equal to the price used by the trustee to determine the value of the gold held by the trust on the date of the sale.

Cash held by the trustee pending payment of the trust s expenses will not bear any interest. Each sale of gold by the trust will be a taxable event to Shareholders. See United States Federal Tax Consequences Taxation of U.S. Shareholders.

Impact of Trust Expenses on the Trust s Net Asset Value

The trust sells gold to raise the funds needed for the payment of the sponsor s fee and all trust expenses or liabilities not assumed by the sponsor. See The Sponsor The Sponsor s Fee. The purchase price received as consideration for such sales is the trust s sole source of funds to cover its liabilities. The trust does not engage in any activity designed to derive a profit from changes in the price of gold. Gold not needed to redeem Baskets of Shares, or to cover the sponsor s fee and trust expenses or liabilities not assumed by the trustee, will be held in physical form by the custodian. As a result of the recurring sales of

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gold necessary to pay the sponsor s fee and the trust expenses or liabilities not assumed by the sponsor, the net asset value of the trust and, correspondingly, the fractional amount of gold represented by each Share will decrease over the life of the trust. New deposits of gold, received in exchange for additional new Baskets issued by the trust, do not reverse this trend.

The following table, prepared by the sponsor, illustrates the anticipated impact of the sales of gold discussed above on the fractional amount of gold represented by each outstanding Share. It assumes that the only sales of gold will be those needed to pay the sponsor s fee and that the price of gold and the number of Shares remain constant during the three-year period covered. The table does not show the impact of any extraordinary expenses the trust may incur. Any such extraordinary expenses, if and when incurred, will accelerate the decrease in the fractional amount of gold represented by each Share.

Calculation of NAV:

	Year 1	Year 2	Year 3
Hypothetical gold price per ounce	$ 1,600.00	$ 1,600.00	$ 1,600.00
Sponsor s fee	0.25%	0.25%	0.25%
Shares of trust, beginning	1,000,000	1,000,000	1,000,000
Ounces of gold in trust, beginning	10,000.00	9,975.00	9,950.00
Beginning net asset value of the trust	$ 16,000,000	$ 15,960,000	$ 15,920,000
Ounces of gold to be sold to cover the sponsor s fee*	25.00	24.94	24.88
Ounces of gold in trust, ending	9,975.00	9,950.00	9,925.00
Ending net asset value of the trust	$ 15,960,000	$ 15,920,100	$ 15,880,200
Ending NAV	$ 15.96	$ 15.92	$ 15.88

* Sales occur daily, but the sponsor s fee is payable monthly in arrears.

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DESCRIPTION OF THE SHARES AND THE TRUST AGREEMENT

The trust was formed on January 21, 2005 when an initial deposit of gold was made in exchange for the issuance of three Baskets. The purpose of the trust is to own gold transferred to the trust in exchange for Shares issued by the trust. The trust is governed by the Trust Agreement among the sponsor, the trustee, the registered holders and beneficial owners of Shares and all persons that deposit gold for the purpose of creating Shares. The Trust Agreement sets out the rights of depositors of gold and registered holders of Shares and the rights and obligations of the sponsor and the trustee. New York law governs the Trust Agreement, the trust and the Shares. The following is a summary of material provisions of the Trust Agreement. It is qualified by reference to the entire Trust Agreement, which is filed as an exhibit to the registration statement of which the prospectus is a part.

Each Share represents a fractional undivided beneficial interest in the net assets of the trust. The assets of the trust consist primarily of gold held by the custodian on behalf of the trust. However, the trust is expected to make daily sales of gold to pay the sponsor s fee and to cover expenses and liabilities not assumed by the sponsor. Such sales result in the trust holding cash for brief periods of time. In addition, there may be other situations where the trust may hold cash. For example, a claim may arise against the custodian, an Authorized Participant, or any other third party, which is settled in cash. In those situations where the trust unexpectedly receives cash or any other assets, the Trust Agreement provides that no deposits of gold will be accepted (*i.e.*, there will be no issuance of new Shares) until after the record date for the distribution of such cash or other property has passed. The trust issues Shares only in Baskets of 50,000 or integral multiples thereof. Baskets of Shares may be redeemed by the trust in exchange for the amount of gold represented by the aggregate number of Shares redeemed. The trust is not a registered investment company under the Investment Company Act of 1940 and is not required to register under such act.

Deposit of Gold; Issuance of Baskets

The trust creates and redeems Shares on a continuous basis but only in Baskets of 50,000 Shares. Upon the deposit of the corresponding amount of gold with the custodian, and the payment of the trustee s applicable fee and of any expenses, taxes or charges (such as stamp taxes or stock transfer taxes or fees), the trustee will deliver the appropriate number of Baskets to the DTC account of the depositing Authorized Participant. Only Authorized Participants can deposit gold and receive Baskets of Shares in exchange. As of the date of this prospectus, ABN AMRO Clearing Chicago LLC, Barclays Capital Inc., Citigroup Global Markets, Inc., Credit Suisse Securities (USA), LLC, Deutsche Bank Securities Inc., Goldman Sachs & Co., Goldman Sachs Execution & Clearing L.P., J.P. Morgan Securities LLC, Knight Clearing Services LLC, Merrill Lynch Professional Clearing Corp., Morgan Stanley & Co. LLC, Newedge Group USA, Scotia Capital (USA) Inc., UBS Securities LLC, Virtu Financial BD LLC and Virtu Financial Capital Markets LLC are the only Authorized Participants. The sponsor and the trustee maintain a current list of Authorized Participants. Gold deposited with the custodian must either (a) meet the requirements to be delivered in settlement of a COMEX gold futures contract pursuant to rules adopted by COMEX, or (b) meet the London Good Delivery Standards.

Before making a deposit, the Authorized Participant must deliver to the trustee a written purchase order indicating the number of Baskets it intends to acquire and the location or locations where it expects to make the corresponding deposit of gold with the custodian. The trustee will acknowledge the purchase order unless it or the sponsor decides to refuse the deposit as described below under Requirements for Trustee Actions. The date the trustee receives that order determines the Basket Gold Amount the Authorized Participant needs to deposit. However, orders received by the trustee after 3:59 p.m. (New York time) on a business day are treated as re