

ISHARES COMEX GOLD TRUST
Form 8-K
February 10, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): February 9, 2010

iShares[®] COMEX[®] Gold Trust

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

001-32418
(Commission
File Number)

81-6124036
(I.R.S. Employer
Identification No.)

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c/o BlackRock Asset Management International Inc.

400 Howard Street

San Francisco, California 94105

Attn: BlackRock Institutional Trust Company, N.A. s Product Management Team

Intermediary Investor and Exchange-Traded Products Department

(Address of Principal Executive Offices)

Registrant s telephone number, including area code: (415) 670-2000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

On February 9, 2010, BlackRock Asset Management International Inc., the sponsor of the iShares® COMEX® Gold Trust (the Trust), and The Bank of New York Mellon, the trustee of the Trust, executed the Second Amendment to the First Amended and Restated Depositary Trust Agreement fixing the transaction fee to be paid by authorized participants in connection with creations or redemptions of baskets of shares of the Trust at \$500, and amending the procedure whereby such transaction fee may be varied in the future. A copy of the amendment is filed herewith as Exhibit 4.1.

Item 9.01. Financial Statements and Exhibits

Exhibit 4.1 Second Amendment to First Amended and Restated Depositary Trust Agreement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 9, 2010

iShares® COMEX® Gold Trust*

By: BlackRock Asset Management International Inc.

By: /s/ GEOFFREY D. FLYNN
Name: **Geoffrey D. Flynn**
Title: **Chief Financial Officer**

By: /s/ MICHAEL A. LATHAM
Name: **Michael A. Latham**
Title: **Chief Executive Officer**

* The registrant is a trust. The individual specified above is signing in his or her capacity as an officer and/or authorized signatory of BlackRock Asset Management International Inc., the sponsor of the trust.