SPDR GOLD TRUST
Form DEFA14A
December 17, 2014
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

¨ Definitive Proxy Statement

x Definitive Additional Materials

¨ Soliciting Material Pursuant to Section 240.14a-12

SPDR® GOLD TRUST

SPONSORED BY WORLD GOLD TRUST SERVICES, LLC

(Name of Registrant as Specified In Its Charter)

Steven J. Glusband, Esq.

Austin D. Keyes, Esq.

Carter Ledyard & Milburn LLP

2 Wall Street

New York, New York 10005

(212) 732-3200

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the

Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Table of Contents

SPDR® Gold Trust Consent Solicitation Sponsored by World Gold Trust Services, LLC

Record Date: June 9, 2014

Vote Cut-off Date: December 17, 2014, adjourned to February 27, 2015

Additional Materials:

Item 1. Reminder letter to un-voted NOBO accounts; US cross-listing

Item 2. Reminder letter to un-voted OBO accounts; US cross-listing

Item 3. Adjournment notice filed on TDnet; Japan cross-listing

Item 4. Adjournment notice filed on HKEX; Hong Kong cross-listing

Item 5. Adjournment update on spdrgoldshares.com; Hong Kong page

Item 6. Adjournment update on spdrgoldshares.com; Japan page

Item 7. Adjournment update on spdrgoldshares.com; Main, Mexico and Singapore pages

Item 8. Adjournment update on spdrgoldshares.com; US page

Item 9. Letter to un-voted OBO accounts

Table of Contents

Item 1

World Gold Trust Services, LLC

510 Madison Avenue, 9th Floor

New York, NY 10022

December 26, 2014

Dear GLD® Shareholder,

Our records indicate that you have not yet voted on two critical management proposals.

We have received strong support from shareholders and are very close to obtaining the votes required to enact both proposals. **To date, more than 83% of the shares cast have supported the proposals**. While more than 126 million votes have already been cast in favor of the two proposals, we need an additional 3% of the outstanding shares to vote FOR both proposals to enact them, which is why every vote counts and why your vote is so important.

It may not be evident, but there are hundreds of thousands of individual investors who in the aggregate account for the majority of the outstanding SPDR® Gold Trust shares. In order to pass the proposals, we need the participation of these holders.

YOUR VOTE IS EXTREMELY IMPORTANT. PLEASE CAST YOUR VOTE AS SOON AS POSSIBLE.

GLD was the first exchange traded product of its kind when developed ten years ago, and since that time, the very characteristics for which we are seeking shareholder approval have become the industry standard.

You can vote online, by telephone or by signing and returning the enclosed proxy card, which also includes voting instructions. In order to allow you sufficient time to respond, the SPDR® Gold Trust Consent Solicitation has been adjourned until February 27, 2015.

According to the SEC, one of your key rights as a shareholder is the right to vote the shares of the companies in which you invest.

We have made numerous attempts to reach you, including by e-mail, postal mail and phone calls. **WE NEED YOU TO VOTE AS SOON AS POSSIBLE**. **ONCE YOU CAST YOUR VOTE, YOU WILL NOT BE CALLED AGAIN AND WE WILL NOT MAIL ADDITIONAL CONSENT COMMUNICATIONS**.

If you have any questions regarding the enclosed proxy card or need assistance voting, please contact D.F. King & Co., Inc. at 1-866-828-9088.

As Sponsor of the SPDR® Gold Trust, we greatly appreciate and value you being a shareholder. Thank you in advance for your timely consideration of this matter.

On behalf of all of us at World Gold Trust Services, LLC, I wish you a very happy, healthy and prosperous New Year.

Sincerely,

William Rhind

Chief Executive Officer

World Gold Trust Services, LLC

* Please note that although the shareholder voting period has been extended to February 27, 2015, the voting period is subject to (i) early termination, including if the requisite shareholder vote has been received for the two proposals, or (ii) extension at the discretion of the Sponsor.

Table of Contents

Item 2

World Gold Trust Services, LLC

510 Madison Avenue, 9th Floor

New York, NY 10022

December 26, 2014

Dear GLD® Shareholder,

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According to the SEC, one of your key rights as a shareholder is the right to vote the shares of the companies in which you invest.

We have made numerous attempts to reach you, including by e-mail, postal mail and phone calls. **WE NEED YOU TO VOTE AS SOON AS POSSIBLE**. **ONCE YOU CAST YOUR VOTE, YOU WILL NOT BE CALLED AGAIN AND WE WILL NOT MAIL ADDITIONAL CONSENT COMMUNICATIONS**.

If you have any questions regarding the enclosed proxy card or need assistance voting, please contact D.F. King & Co., Inc. at 1-866-620-0678.

As Sponsor of the SPDR® Gold Trust, we greatly appreciate and value you being a shareholder. Thank you in advance for your timely consideration of this matter.

On behalf of all of us at World Gold Trust Services, LLC, I wish you a very happy, healthy and prosperous New Year.

Sincerely,

William Rhind

Chief Executive Officer

World Gold Trust Services, LLC

* Please note that although the shareholder voting period has been extended to February 27, 2015, the voting period is subject to (i) early termination, including if the requisite shareholder vote has been received for the two proposals, or (ii) extension at the discretion of the Sponsor.

Table of Contents

Item 3

[Translation]

Notification of Extension of the Voting Deadline

regarding Amendments to the Trust Indenture of a Listed Investment Trust

Date submitted: December 17, 2014

To All Persons Concerned,

Name of Management Company	World Gold Trust Services, LLC (Company Code Number: 13264)
Name and Title of Representative	Name: John Adrian Pound Title: Chief Financial Officer
Address of Attorney-in-Fact	Nishimura & Asahi Ark Mori Bldg 12-32, Akasaka 1-chome Minato-ku, Tokyo, Japan
Name of Attorney-in-Fact	Name: Kei Ito Attorney-at-Law
Contact Information for Inquiries	Nishimura & Asahi Name: Tomoko Yanase Attorney-at-Law Telephone Number: (03)5562-8500

Pursuant to the Notification of Amendments to the Trust Indenture of a Listed Investment Trust and Record Date Regarding Voting of Beneficial Owners dated May 30, 2014, we gave notice of the voting deadline in the U.S. (July 18, 2014) regarding the consent solicitation (the Consent Solicitation) for amendments to the trust indenture of SPDR® Gold Trust (the Trust) dated November 12, 2004 between us, as Sponsor, and The Bank of New York Mellon, as Trustee, as amended, regarding SPDR® Gold Shares (Code Number: 1326; the Shares) (for which we act as the Sponsor and the Management Company). Subsequently, the voting deadline in the U.S. regarding the Consent Solicitation has been extended to December 17, 2014.

We hereby give notice to extend the voting deadline in the U.S. once again regarding amendments to the trust indenture as below. Accordingly, the voting deadline for the beneficial owners in Japan has also been extended to the same date, subject to early termination of this Consent Solicitation, including if the consent of the shareholders holding 51% of the Trust s outstanding Shares has been received for the two proposals, or the extension of the voting period at the discretion of the Sponsor. We would like all of the beneficial owners in Japan to fill out the proxy voting instructions (post card) and post it so that it arrives no later than the extended deadline. Although the post card states that it is valid until July 18, 2014, it can still be posted after that date.

Voting Deadline in U.S. (extended)	February 27, 2015

Table of Contents

Item 4

IMPORTANT: This document is important and requires your immediate attention. If you are in doubt or have questions about the contents of this document, you should seek independent professional advice.

The Stock Exchange of Hong Kong Limited, Hong Kong Securities Clearing Company Limited, Hong Kong Exchanges and Clearing Limited and the Securities and Futures Commission take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

SPDR® GOLD TRUST

(the Trust)

(A collective investment scheme authorised under

Section 104 of the Securities and Futures Ordinance (Cap. 571) of Hong Kong[1])

(Stock Code: 2840)

NOTICE OF AMENDMENT TO THE TRUST INDENTURE AND

PROPOSAL AND SOLICITATION FOR CONSENT

TO AMEND THE TRUST INDENTURE OF THE TRUST

Please note that the voting period has been further extended to February 27, 2015 (and may be further extended at the discretion of the Sponsor). The voting period may also be subject to early termination if the consent of Shareholders holding 51% of the Trust s outstanding Shares has been received for the two proposals. Hong Kong shareholders will be given a minimum of three days notice prior to the definitive implementation date for the two proposals. The record date has not been changed and remains as 9 June 2014. Please refer to the consent solicitation statement dated 19 June 2014 for more information.

Terms not otherwise defined in this notice shall have the meanings defined in the trust indenture, as amended, of the Trust.

Dear Shareholder:

Consent Adjourned to February 27, 2015

The SPDR® Gold Trust Consent Solicitation has been adjourned to February 27, 2015. Our records indicate that some of you have not yet voted. Many shareholders believe their vote will not make a difference; however, your vote is critical to pass both proposals. Your prompt attention will also reduce further communication and expense relating to this matter.

Please Vote Today!

PLEASE NOTE: You may not be aware that you are a shareholder in SPDR® Gold Trust or GLD®. This may be because your Financial Advisor/Broker invested in SPDR® Gold Trust on your behalf, however, please ensure that your vote is cast for this important matter.

[1] Securities and Futures Commission s authorization is not a recommendation or endorsement of a scheme nor does it guarantee the commercial merits of a scheme or its performance. It does not mean the scheme is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

Table of Contents

Your vote is important!

Please Note: This is a Consent Solicitation. The expiration of this Consent Solicitation is now **February 27, 2015.**

If the Trust obtains the requisite votes needed to pass the proposals anytime before February 27, 2015, we will discontinue sending written communications and calling un-voted holders.

The Trust has made it very easy for you to vote:

Mail in your signed proxy card (enclosed herein which also includes voting instructions) in the postage-paid envelope provided.

Voting takes only a few minutes. Thank you for your participation in this important matter.

Additional Information

If you are in doubt or have questions about the contents of this notice, or if you would like additional information, please contact the solicitation agent, D.F. King & Co., Inc., at +1 866-828-9088 (which is toll-free if you are calling from the United States, Canada or Mexico; otherwise you will incur a telephone call toll charge) or State Street Global Advisors Asia Limited (as the Hong Kong Representative of the Trust (the **Hong Kong Representative**)) at 68/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong or by calling +852 2103 0100.

The Trust Indenture, the proposed amendments to the Trust Indenture and the U.S. consent solicitation statement will be available for inspection, free of charge, at the office of the Hong Kong Representative. The Sponsor accepts full responsibility for the accuracy of the information contained in this notice and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief, there are no other facts the omission of which would make any statement misleading.

As Sponsor of the SPDR® Gold Trust, we greatly appreciate and value you being a shareholder.

Thank you in advance for your timely consideration of this matter.

World Gold Trust Services, LLC

as Sponsor of the Trust

17 December 2014

Table of Contents

Proxy Tabulator

5/F Ruttonjee House

11 Duddell Street

Central

Hong Kong

To vote by Mail

1) Read the Consent Solicitation Statement.

2) Check the appropriate boxes on the voting instruction form below.

3) Sign and date the voting instruction form.

4) Return the voting instruction form in the envelope provided.

, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: KEEP THIS PORTION FOR YOUR RI

M76662-Y20754

DETACH AND RETURN THIS PORTIO

SPDR® GOLD TRUST
SPDR®

FOR AGAINST ABSTAIN

1. TO APPROVE AMENDMENTS TO THE TRUST INDENTURE THAT CHANGE THE MANNER IN WHICH THE ORDINARY FEES AND EXPENSES OF THE TRUST ARE PAID SUCH THAT, IN RETURN FOR A PAYMENT TO THE SPONSOR OF 0.40% PER YEAR OF THE DAILY

NAV OF THE TRUST, THE SPONSOR WILL BE RESPONSIBLE FOR ALL OTHER ORDINARY FEES AND EXPENSES OF THE TRUST, AS DESCRIBED IN THE CONSENT SOLICITATION STATEMENT.

2. TO APPROVE THE AMENDMENT TO SECTION 3.08 OF THE TRUST INDENTURE TO PERMIT THE SPONSOR TO COMPENSATE AFFILIATES FOR PROVIDING MARKETING AND OTHER SERVICES TO THE TRUST.

Signature [PLEASE SIGN WITHIN BOX] Date Signature [Joint Owners] Date

Table of Contents

Item 5

Important Shareholder Information (Updated December 17, 2014)

We have extended the period for investors to vote on our proposals, which aim to modernize and simplify SPDR® Gold Shares (GLD). All shareholders should cast their votes before February 27, 2015.

Your vote is important and every vote counts.

As you may know, two leading, independent proxy advisory firms Institutional Shareholders Services Inc. (ISS) and Glass, Lewis & Co., LLC - have recommended GLD® investors to vote FOR our proposals.

Your vote is critical to ensure these proposals are approved. All shareholders are therefore encouraged to vote their shares as soon as possible.

You can learn more about our proposals by clicking **here** or by calling our shareholder solicitation agent, DF King & Co., Inc., at (866) 828-9088. Calls from outside of the US, Canada and Mexico may be subject to toll charges. You may also contact our local Hong Kong Representative State Street Global Advisors Asia Limited at +852 2103 0100.

Please note that although the shareholder voting period has been extended to February 27, 2015, it is subject to the early termination of this Consent Solicitation, including if the consent of Shareholders holding 51% of the Trust s outstanding Shares has been received for the two proposals, or the extension of the voting period at the discretion of the Sponsor. Hong Kong shareholders will be given a minimum of three days notice prior to the definitive implementation date for the two proposals.

Table of Contents

Item 6

Important Shareholder Information (Updated December 17, 2014)

We have extended the period for investors to vote on our proposals, which aim to modernize and simplify SPDR® Gold Shares (GLD). All shareholders should cast their votes before February 27, 2015.

Your vote is important and every vote counts.

As you may know, two leading, independent proxy advisory firms Institutional Shareholders Services Inc. (ISS) and Glass, Lewis & Co., LLC - have recommended GLD® investors to vote FOR our proposals.

Your vote is critical to ensure these proposals are approved. All shareholders are therefore encouraged to vote their shares as soon as possible.

You can learn more about our proposals by clicking **here** or by calling our shareholder solicitation agent, DF King & Co., Inc., at (866) 828-9088. Calls from outside of the US, Canada and Mexico may be subject to toll charges. You may also contact in Japan the Share Handling Service Agent, Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Business Planning Department (Transfer Agency Business Center) toll-free at 0120-782-031.

Please note that although the shareholder voting period has been extended to February 27, 2015, it is subject to the early termination of this Consent Solicitation, including if the consent of Shareholders holding 51% of the Trust s outstanding Shares has been received for the two proposals, or the extension of the voting period at the discretion of the Sponsor.

Table of Contents

Item 7

Important Shareholder Information (Updated December 17, 2014)

We have extended the period for investors to vote on our proposals, which aim to modernize and simplify SPDR® Gold Shares (GLD). All shareholders should cast their votes before February 27, 2015.

Your vote is important and every vote counts.

As you may know, two leading, independent proxy advisory firms Institutional Shareholders Services Inc. (ISS) and Glass, Lewis & Co., LLC - have recommended GLD® investors to vote FOR our proposals.

Your vote is critical to ensure these proposals are approved. All shareholders are therefore encouraged to vote their shares as soon as possible.

You can learn more about our proposals by clicking here or by calling our shareholder solicitation agent, DF King & Co., Inc., at (866) 828-9088. Calls from outside of the US, Canada and Mexico may be subject to toll charges.

Please note that although the shareholder voting period has been extended to February 27, 2015, it is subject to the early termination of this Consent Solicitation, including if the consent of Shareholders holding 51% of the Trust s outstanding Shares has been received for the two proposals, or the extension of the voting period at the discretion of the Sponsor.

Table of Contents

Item 8

Important Shareholder Information (Updated December 17, 2014)

We have extended the period for investors to vote on our proposals, which aim to modernize and simplify SPDR® Gold Shares (GLD). All shareholders should cast their votes before February 27, 2015.

If you are a shareholder and would like to register your vote online, please click here. Your vote is important and every vote counts.

As you may know, two leading, independent proxy advisory firms Institutional Shareholders Services Inc. (ISS) and Glass, Lewis & Co., LLC - have recommended GLD® investors to vote FOR our proposals.

Your vote is critical to ensure these proposals are approved. All shareholders are therefore encouraged to vote their shares online, by telephone or by mail as soon as possible.

You can learn more about our proposals by clicking **here** or by calling our shareholder solicitation agent, DF King & Co., Inc., at (866) 828-9088. Calls from outside of the US, Canada and Mexico may be subject to toll charges.

Please note that although the shareholder voting period has been extended to February 27, 2015, it is subject to the early termination of this Consent Solicitation, including if the consent of Shareholders holding 51% of the Trust s outstanding Shares has been received for the two proposals, or the extension of the voting period at the discretion of the Sponsor.

Table of Contents

Item 9

World Gold Trust Services, LLC

510 Madison Avenue, 9th Floor

New York, NY 10022

December 17, 2014

Dear GLD® Shareholder,

World Gold Trust Services, LLC, Sponsor of the SPDR® Gold Trust, is currently seeking shareholder consent for two proposals designed to modernize and simplify the Trust. When launched a decade ago, GLD was the first of its kind. Since then, the very characteristics for which we are seeking shareholder approval have become the industry standard. **GLD shareholders will not pay any additional fees as a result of these proposals.**

Strong Support Received from Shareholders around the World

To date, more than 126MM shares have voted in favor of our proposals. Support has been received from across our shareholder base, from our largest shareholders to individual investors holding just a few shares. We are extremely close to being able to enact both proposals, which is why we are asking for your support.

Proposal Details

In addition to this letter, we have also attached a **one page summary of the proposals, providing the rationale for why each change was requested, the impact to shareholders and the ISS and Glass-Lewis recommendations that shareholders vote FOR both proposals.**

Independent/Third-Party Recommendations

ISS and Glass-Lewis, two of the leading proxy advisory firms globally, are compensated by institutional investors to evaluate proxies and provide their recommendations on issuer proposals. **Both firms recommend that shareholders vote FOR each proposal.**

Effect of Abstentions

Please also note that although an abstention is typically beneficial for a consent solicitation or proxy by not counting as a vote against management proposals, an abstention under GLD s governing document is treated as a vote against.

Conclusions

Given that shareholders will not pay any additional fees as a result of our proposals, the independent recommendations issued by both ISS and Glass-Lewis that shareholders vote FOR both proposals and the overwhelming shareholder support we have received from our largest shareholders from around the world, **we would be grateful if you would consider supporting us and voting your GLD shares in favor of both of our proposals**.

We thank you for your support and greatly appreciate and value you being a shareholder.

Happy Holidays.

Sincerely,

William Rhind

Chief Executive Officer

World Gold Trust Services, LLC