

U S GLOBAL INVESTORS INC  
Form S-8  
April 30, 2009

As filed with the Securities and Exchange Commission on April 30, 2009

Registration No. 333-\_\_\_\_\_

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**U.S. Global Investors, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Texas**

(State or Other Jurisdiction of Incorporation or  
Organization)

**74-1598370**

(IRS Employer Identification No.)

**7900 Callaghan Road**

**San Antonio, Texas 78229**

(Address of Principal Executive Offices)(Zip Code)

**U.S. Global Investors, Inc. Employee Stock Purchase Plan**

(Full Title of the Plan)

**Susan B. McGee**

**President and General Counsel**

**U.S. Global Investors, Inc.**

**7900 Callaghan Road**

**San Antonio, Texas 78229**

**(210) 308-1234**

(Name, Address and Telephone Number of Agent for Service)

Indicate by check mark 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  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be</b>	<b>Amount to be</b>	<b>Proposed Maximum</b>	<b>Proposed Maximum</b>	<b>Amount of</b>
----------------------------------	---------------------	-----------------------------	-----------------------------	------------------

		<b>Offering Price Per</b>	<b>Aggregate Offering</b>	<b>Registration Fee(3)</b>
<b>Registered</b>	<b>Registered (1)</b>	<b>Share (2)</b>	<b>Price</b>	
Class A common stock, par value \$0.025 per share	148,756 shares	\$5.74	\$853,859	\$47.65

(1) Pursuant to Rule 416(a), the number of shares being registered shall include an indeterminate number of additional shares of Class A common stock which may become issuable as a result of stock splits, stock dividends, or similar transactions in accordance with the anti-dilution provisions of the U.S. Global Investors, Inc. Employee Stock Purchase Plan.

(2) Calculated pursuant to Rules 457(c) and (h), based upon the average of the high and low sale prices reported on the NASDAQ Capital Market on April 28, 2009.

(3) Calculated pursuant to

Section 6(b) of  
the Securities  
Act of 1933 as  
follows:

Proposed  
maximum  
aggregate  
offering price  
per share  
multiplied by  
.00005580.

---

**EXPLANATORY NOTE**

This registration statement on Form S-8 is filed by U.S. Global Investors, Inc. (the Company) pursuant to General Instruction E to Form S-8 to register an additional 148,756 shares of Class A common stock that may be offered and sold to participants under the U.S. Global Investors, Inc. Employee Stock Purchase Plan (the Plan). The contents of the registration statement on Form S-8, file number 333-152182, previously filed by the Company and relating to the registration of shares of Class A common stock for issuance under the Plan, are hereby incorporated by reference into this registration statement in accordance with General Instruction E to Form S-8.

**PART II**

**Item 8. Exhibits.**

Exhibit No.	Description
4.1	Fourth Restated and Amended Articles of Incorporation of Company, incorporated by reference to the Company's Form 10-Q for the quarterly report ended March 31, 2007 (EDGAR Accession Number 000075811-06-000076)
4.2	Amended and Restated By-Laws of Company, incorporated by reference to Exhibit 3.02 of the Company's Form 8-K filed on November 8, 2006 (EDGAR Accession Number 000095134-07-010817)
5.1	Opinion of Morgan Lewis & Bockius LLP
23.1	Consent of BDO Seidman LLP
23.2	Consent of Morgan Lewis & Bockius LLP (included in Exhibit 5.1)
24	Power of Attorney (included on the signature page of this Registration Statement)
99.1	U.S. Global Investors, Inc. Employee Stock Purchase Plan, as amended April 28, 2009

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, State of Texas, on April 30, 2009.

U.S. Global Investors, Inc.

By: /s/ Susan B. McGee

Name: Susan B. McGee

Title: President and General Counsel

**POWER OF ATTORNEY**

Each person whose signature appears below hereby constitutes and appoints Frank E. Holmes, Susan B. McGee, Thomas F. Lydon, Jr., Jerold H. Rubinstein, Roy D. Terracina and Catherine A. Rademacher, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments or supplements to this Registration Statement (including registration statements filed pursuant to Rule 462(b) under the Securities Act), whether pre-effective or post-effective, and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this Registration Statement or any amendments or supplements hereto in the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons, in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Frank E. Holmes Frank E. Holmes	Chief Executive Officer, Chief Investment Officer	April 29, 2009
/s/ Susan B. McGee Susan B. McGee	President and General Counsel	April 29, 2009
/s/ Catherine A. Rademacher Catherine A. Rademacher	Chief Financial Officer	April 29, 2009
/s/ Jerold H. Rubinstein Jerold H. Rubinstein	Chairman of the Board of Directors	April 29, 2009
/s/ Thomas F. Lydon, Jr. Thomas F. Lydon, Jr.	Director	April 29, 2009

/s/ Roy D. Terracina

Director

April 29, 2009

Roy D. Terracina

3

---

**Exhibit Index**

Exhibit No.	Description
4.1	Fourth Restated and Amended Articles of Incorporation of Company, incorporated by reference to the Company's Form 10-Q for the quarterly report ended March 31, 2007 (EDGAR Accession Number 000075811-06-000076)
4.2	Amended and Restated By-Laws of Company, incorporated by reference to Exhibit 3.02 of the Company's Form 8-K filed on November 8, 2006 (EDGAR Accession Number 000095134-07-010817)
5.1	Opinion of Morgan Lewis & Bockius LLP
23.1	Consent of BDO Seidman LLP
23.2	Consent of Morgan Lewis & Bockius LLP (included in Exhibit 5.1)
24	Power of Attorney (included on the signature page of this Registration Statement)
99.1	U.S. Global Investors, Inc. Employee Stock Purchase Plan, as amended April 28, 2009.