

Gulf Coast Ultra Deep Royalty Trust  
Form 8-A12B/A  
May 13, 2014

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

**FORM 8-A/A**  
**(Amendment No. 1)**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Gulf Coast Ultra Deep Royalty Trust**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of incorporation or organization)**

**46-6448579**  
**(I.R.S. Employer Identification No.)**

**The Bank of New York Mellon Trust Company, N.A.,**  
**as trustee**

**78701**

**Institutional Trust Services**

**919 Congress Avenue, Suite 500**

**Austin, Texas**

**(Address of principal executive offices)**

**(Zip Code)**

Securities to be registered pursuant to Section 12(b) of the Act:

| <b>Title of each class<br/>to be so registered</b> | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|--|--|
| <b>Royalty Trust Units</b>                         | <b>The NASDAQ Stock Market LLC</b>                                       |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates:**

**333-189043**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**EXPLANATORY NOTE**

This Amendment No. 1 relates to the Registration Statement on Form 8-A of Gulf Coast Ultra Deep Royalty Trust (the Company ), which was filed with the Securities and Exchange Commission on March 31, 2014 (the Registration Statement ). The Registration Statement relates to the registration of the royalty trust units representing beneficial interests in the Company pursuant to Section 12(b) of the Securities Exchange Act of 1934.

The Company is filing this Amendment No. 1 to the Registration Statement to amend the exchange listed under Name of each exchange on which each class is to be registered on the cover page of the Registration Statement to read in its entirety The NASDAQ Stock Market LLC. All other items remain unchanged.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

**Gulf Coast Ultra Deep Royalty Trust**

By: The Bank of New York Mellon Trust  
Company, N.A., as Trustee

By: /s/ Michael J. Ulrich  
Name: Michael J. Ulrich  
Title: Vice President

Date: May 13, 2014

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