U S GLOBAL INVESTORS INC
Form 10-Q
November 03, 2010

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

[X] Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended September 30, 2010

OR

[ ] Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from __________ to __________

Commission File Number 0-13928
U.S. GLOBAL INVESTORS, INC.
(Exact name of registrant as specified in its charter)

Texas	**74-1598370**
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification Number)
7900 Callaghan Road San Antonio, Texas	**78229-1234**
(Address of Principal Executive Offices)	(Zip Code)

(210) 308-1234
(Registrant s Telephone Number, Including Area Code)
Not Applicable
(Former Name, Former Address, and Former Fiscal Year, if Changed since Last Report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES [X] NO [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES [ ] NO [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer or a smaller reporting company. See 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 [X]	Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller Reporting Company [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES [ ] NO [X]

On October 31, 2010, there were 13,862,445 shares of Registrant s class A nonvoting common stock issued and 13,298,885 shares of Registrant s class A nonvoting common stock issued and outstanding, no shares of Registrant s class B nonvoting common shares outstanding, and 2,073,103 shares of Registrant s class C voting common stock issued and outstanding.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Consolidated Balance Sheets

Assets	September 30, 2010 (UNAUDITED)	June 30, 2010
Current Assets		
Cash and cash equivalents	$ 24,204,643	$ 23,837,479
Trading securities, at fair value	5,527,869	5,072,724
Receivables		
Mutual funds	3,109,718	3,065,100
Offshore clients	109,025	29,070
Employees	2,673	1,885
Other	7,274	152,930
Prepaid expenses	588,440	756,394
Deferred tax asset	154,440	200,129
Total Current Assets	33,704,082	33,115,711
Net Property and Equipment	3,745,310	3,906,712
Other Assets		
Deferred tax asset, long term	564,727	933,241
Investment securities available-for-sale, at fair value	3,738,240	3,028,034
Total Other Assets	4,302,967	3,961,275
Total Assets	$ 41,752,359	$ 40,983,698

The accompanying notes are an integral part of this statement.

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Liabilities and Shareholders Equity	**September 30, 2010 (UNAUDITED)**	**June 30, 2010**
Current Liabilities		
Accounts payable	$ 101,050	$ 174,690
Accrued compensation and related costs	1,227,283	1,701,255
Dividends payable	921,987	921,514
Other accrued expenses	2,583,648	1,994,367
Total Current Liabilities	4,833,968	4,791,826
Commitments and Contingencies		
Shareholders Equity		
Common stock (class A) - $0.025 par value; nonvoting; authorized, 28,000,000 shares; issued, 13,862,445 shares at September 30, 2010, and June 30, 2010	346,561	346,561
Common stock (class B) - $0.025 par value; nonvoting; authorized, 4,500,000 shares; no shares issued	-	-
Convertible common stock (class C) - $0.025 par value; voting; authorized, 3,500,000 shares; issued, 2,073,103 shares at September 30, 2010, and June 30, 2010	51,828	51,828
Additional paid-in-capital	15,041,330	15,136,537
Treasury stock, class A shares at cost; 565,779 and 573,764 shares at September 30, 2010, and June 30, 2010, respectively	(1,324,701)	(1,343,397)
Accumulated other comprehensive income, net of tax	1,015,034	555,352
Retained earnings	21,788,339	21,444,991
Total Shareholders Equity	36,918,391	36,191,872
Total Liabilities and Shareholders Equity	$ 41,752,359	$ 40,983,698

The accompanying notes are an integral part of this statement.

Consolidated Statements of Operations and Comprehensive Income (Unaudited)

	Three Months Ended September 30,	
	2010	**2009**
Revenues		
Mutual fund advisory fees	$ 5,371,198	$ 4,356,603
Transfer agent fees	1,203,155	1,324,850
Distribution fees	1,280,075	1,195,702
Administrative services fees	409,914	438,935
Other advisory fees	166,834	102,566
Investment income	479,851	599,453
Other	9,714	10,776
	8,920,741	8,028,885
Expenses		
Employee compensation and benefits	2,728,021	2,708,888
General and administrative	2,207,018	1,410,036
Platform fees	1,328,581	1,241,954
Subadvisory fees	129,994	128,664
Advertising	492,845	98,541
Depreciation	75,052	63,163
	6,961,511	5,651,246
Income Before Income Taxes	1,959,230	2,377,639
Provision for Federal Income Taxes		
Tax expense	693,537	981,132
Net Income	1,265,693	1,396,507
Other Comprehensive Income, Net of Tax:		
Unrealized gains on available-for-sale securities arising during period	459,682	194,921
Comprehensive Income	$ 1,725,375	$ 1,591,428
Basic Net Income per Share	$ 0.08	$ 0.09
Diluted Net Income per Share	$ 0.08	$ 0.09
Basic weighted average number of common shares outstanding	15,364,500	15,311,570
Diluted weighted average number of common shares outstanding	15,364,500	15,318,726

The accompanying notes are an integral part of this statement.

Consolidated Statements of Cash Flows (Unaudited)

	Three Months Ended September 30,	
	2010	**2009**
Cash Flows from Operating Activities:		
Net income	$ 1,265,693	$ 1,396,507
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	75,052	63,163
Net recognized loss on disposal of fixed assets	110,965	-
Provision for deferred taxes	43,914	232,630
Stock bonuses	-	131,197
Stock-based compensation expense	9,457	25,021
Changes in operating assets and liabilities:		
Accounts receivable	20,295	308,449
Prepaid expenses	167,954	130,248
Trading securities	(455,145)	(556,348)
Accounts payable and accrued expenses	41,669	(272,616)
Total adjustments	14,161	61,744
Net cash provided by operating activities	1,279,854	1,458,251
Cash Flows from Investing Activities:		
Purchase of property and equipment	(24,616)	(241,938)
Purchase of available-for-sale securities	(21,045)	(62,500)
Return of capital on investment	7,327	-
Net cash used in investing activities	(38,334)	(304,438)
Cash Flows from Financing Activities:		
Issuance or exercise of stock options	-	143,495
Issuance of common stock	47,516	-
Dividends paid	(921,872)	(918,730)
Net cash used in financing activities	(874,356)	(775,235)
Net increase in cash and cash equivalents	367,164	378,578
Beginning cash and cash equivalents	23,837,479	20,303,594
Ending cash and cash equivalents	$ 24,204,643	$ 20,682,172

The accompanying notes are an integral part of this statement.

Notes to Consolidated Financial Statements (Unaudited)

Note 1. Basis of Presentation

U.S. Global Investors, Inc. (the Company or U.S. Global) has prepared the consolidated financial statements pursuant to accounting principles generally accepted in the United States of America (U.S. GAAP) and the rules and regulations of the United States Securities and Exchange Commission (SEC) that permit reduced disclosure for interim periods. The financial information included herein reflects all adjustments (consisting solely of normal recurring adjustments), which are, in management s opinion, necessary for a fair presentation of results for the interim periods presented. The Company has consistently followed the accounting policies set forth in the notes to the consolidated financial statements in the Company s Form 10-K for the fiscal year ended June 30, 2010.

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, United Shareholder Services, Inc. (USSI), U.S. Global Investors (Guernsey) Limited, U.S. Global Brokerage, Inc., and U.S. Global Investors (Bermuda) Limited.

All significant intercompany balances and transactions have been eliminated in consolidation. Certain amounts have been reclassified for comparative purposes. The results of operations for the three months ended September 30, 2010, are not necessarily indicative of the results to be expected for the entire year.

The unaudited interim financial information in these condensed financial statements should be read in conjunction with the consolidated financial statements contained in the Company s annual report.

Recent Accounting Pronouncements

In June 2009, the Financial Accounting Standards Board (FASB) removed the concept of a qualifying special-purpose entity and removed the exception from applying in consolidation of variable interest entities to qualifying special-purpose entities in ASC 860 *Transfers and Servicing* (formerly SFAS No. 166, *Accounting for Transfers of Financial Assets - an amendment of FASB Statement No. 140)*. This standard is effective for both interim and annual periods as of the beginning of each reporting entity s first annual reporting period that begins after November 15, 2009. The adoption of this standard did not have an impact on the Company s consolidated financial statements.

Effective for both interim and annual periods as of the beginning of each reporting entity s first annual report period beginning after November 15, 2009, enterprises are required to perform an analysis to determine whether the enterprise s variable interest or interests give it a controlling financial interest in a variable interest entity, in accordance with ASC 810 *Consolidation* (formerly SFAS No. 167, *Amendments to FASB Interpretation No. 46(R))*. The adoption of this standard did not have an impact on the Company s consolidated financial statements.

In January 2010, the FASB issued Accounting Standards Update (ASU) No. 2010-06, *Improving Disclosures about Fair Value Measurements*. This ASU will add new requirements for disclosures into and out of Levels 1 and 2 fair-value measurements and information on purchases, sales, issuances and settlements on a gross basis in the reconciliation of Level 3 fair-value measurements. It also clarifies existing fair value disclosures about the level of disaggregation, inputs and valuation techniques. Except for the detailed Level 3 reconciliation disclosures, the guidance in the ASU is effective for annual and interim reporting periods in fiscal years beginning after December 15, 2009. The new disclosures for Level 3 activity are effective for annual and interim reporting periods in fiscal years beginning after December 15, 2010. The adoption of ASU 2010-06 by the Company did not have a material effect on its consolidated financials statements except for enhanced disclosure in the notes to its consolidated financial statements.

Note 2. Dividend

Payment of cash dividends is within the discretion of the Company s board of directors and is dependent on earnings, operations, capital requirements, general financial condition of the Company, and general business conditions. A monthly dividend of $0.02 per share is authorized through December 2010, and will be reviewed by the board quarterly.

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Note 3. Investments

As of September 30, 2010, the Company held investments with a market value of approximately $9.266 million and a cost basis of approximately $8.164 million. The market value of these investments is approximately 22.2 percent of the Company s total assets.

Investments in securities classified as trading are reflected as current assets on the consolidated balance sheet at their fair market value. Unrealized holding gains and losses on trading securities are included in earnings in the consolidated statements of operations and comprehensive income (loss).

Investments in securities classified as available-for-sale, which may not be readily marketable, are reflected as non-current assets on the consolidated balance sheet at their fair value. Unrealized holding gains and losses on available-for-sale securities are excluded from earnings and reported in other comprehensive income as a separate component of shareholders equity until realized.

The following summarizes the market value, cost, and unrealized gain or loss on investments as of September 30, 2010, and June 30, 2010.

Securities	Market Value	Cost	Unrealized Gain (Loss)	Unrealized holding gains on available-for-sale securities, net of tax
Trading[1]	$ 5,527,869	$ 5,963,272	$ (435,403)	N/A
Available-for-sale[2]	3,738,240	2,200,309	1,537,931	$ 1,015,034
Total at September 30, 2010	$ 9,266,109	$ 8,163,581	$ 1,102,528	
Trading[1]	$ 5,072,724	$ 5,963,272	$ (890,548)	N/A
Available-for-sale[2]	3,028,034	2,186,591	841,443	$ 555,352
Total at June 30, 2010	$ 8,100,758	$ 8,149,863	$ (49,105)	

[1] *Unrealized and realized gains and losses on trading securities are included in earnings in the statement of operations.*

[2] *Unrealized gains and losses on available-for-sale securities are excluded from earnings and recorded in other comprehensive income as a separate component of shareholders equity until realized.*

The following details the components of the Company s available-for-sale investments as of September 30, 2010 and June 30, 2010.

	September 30, 2010 (in thousands)			
		Gross Unrealized		Estimated Market
	Cost	Gains	(Losses)	Value
Available-for-sale securities				
Common stock	$ 948	$ 1,053	$ (2)	$ 1,999
Venture capital investments	222	52	(7)	267
Mutual funds	1,030	442	-	1,472
Total available-for-sale securities	$ 2,200	$ 1,547	$ (9)	$ 3,738

	June 30, 2010 (in thousands)			
		Gross Unrealized		Estimated Market
	Cost	Gains	(Losses)	Value
Available-for-sale securities				
Common stock	$ 927	$ 538	$ (10)	$ 1,455
Venture capital investments	230	44	(7)	267
Mutual funds	1,030	277	(1)	1,306
Total available-for-sale securities	$ 2,187	$ 859	$ (18)	$ 3,028

The following tables show the gross unrealized losses and fair values of available-for-sale investment securities with unrealized losses aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position:

	September 30, 2010 (in thousands)					
	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Available-for-sale securities						
Common stock	$ 3	$ (2)	$ -	$ -	$ 3	$ (2)
Venture capital investments	118	(7)	-	-	118	(7)
Mutual funds	-	-	-	-	-	-
Total available-for-sale securities	$ 121	$ (9)	$ -	$ -	$ 121	$ (9)

	June 30, 2010 (in thousands)					
	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Available-for-sale securities						
Common stock	$ 118	$ (10)	$ -	$ -	$ 118	$ (10)
Venture capital investments	49	(7)	-	-	49	(7)
Mutual funds	19	(1)	-	-	19	(1)
Total available-for-sale securities	$ 186	$ (18)	$ -	$ -	$ 186	$ (18)

Investment income can be volatile and varies depending on market fluctuations, the Company s ability to participate in investment opportunities, and timing of transactions. A significant portion of the unrealized gains and losses for the three months ended September 30, 2010, is concentrated in a small number of issuers. The Company expects that gains and losses will continue to fluctuate in the future.

Investment income (loss) from the Company s investments includes:

- realized gains and losses on sales of securities;
- unrealized gains and losses on trading securities;
- realized foreign currency gains and losses;
- other-than-temporary impairments on available-for-sale securities; and
- dividend and interest income.

The following summarizes investment income reflected in earnings for the periods discussed:

Investment Income	**Three Months Ended September 30,**	
	2010	**2009**
Realized gains on sales of available-for-sale securities	$ 1,303	$ -
Unrealized gains on trading securities	455,146	556,348
Realized foreign currency gains (losses)	(1,431)	2,965
Dividend and interest income	24,833	40,140
Total Investment Income	$ 479,851	$ 599,453

Note 4. Fair Value Disclosures

Accounting Standards Codification (ASC) 820, *Fair Value Measurement and Disclosures* (formerly SFAS 157), defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 establishes a hierarchy that prioritizes inputs to valuation techniques used to measure fair value and requires companies to disclose the fair value of their financial instruments according to a fair value hierarchy (i.e., Levels 1, 2, and 3 inputs, as defined below). The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. Additionally, companies are required to provide enhanced disclosures regarding instruments in the Level 3 category (which have inputs to the valuation techniques that are unobservable and require significant management judgment), including a reconciliation of the beginning and ending values separately for each major category of assets or liabilities.

Financial instruments measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1 Valuations based on quoted prices in active markets for identical assets or liabilities at the reporting date. Since valuations are based on quoted prices that are readily and regularly available in an active market, value of these products does not entail a significant degree of judgment.

Level 2 Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, directly or indirectly.

Level 3 Valuations based on inputs that are unobservable and significant to the fair value measurement.

The Company s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the financial instrument.

For actively traded securities, the Company values investments using the closing price of the securities on the exchange or market on which the securities principally trade. If the security is not actively traded, it is valued based on the last bid and/or ask quotation. Securities that are not traded on an exchange or market are generally valued at cost, monitored by management and fair value adjusted as considered necessary. The Company values the mutual funds, offshore funds and a venture capital investment at net asset value.

The following table presents fair value measurements, as of September 30, 2010, for the three major categories of U.S. Global s investments measured at fair value on a recurring basis:

	Fair Value Measurement using (in thousands)			
	Quoted Prices (Level 1)	**Significant Other Inputs** (Level 2)	**Significant Unobservable Inputs** (Level 3)	**Total**
Trading securities				
Common stock	$ 150	$ 48	$ -	$ 198
Mutual funds	4,060	-	-	4,060
Offshore fund	-	1,270	-	1,270
Total trading securities	4,210	1,318	-	5,528
Available-for-sale securities				
Common stock	1,999	-	-	1,999
Venture capital investments	-	-	267	267
Mutual funds	1,472	-	-	1,472
Total available-for-sale securities	3,471	-	267	3,738
Total Investments	$ 7,681	$ 1,318	$ 267	$ 9,266

Approximately 83 percent of the Company s financial assets measured at fair value are derived from Level 1 inputs including SEC-registered mutual funds and equity securities traded on an active market, 14 percent of the Company s financial assets measured at fair value are derived from Level 2 inputs, including an investment in an offshore fund, and the remaining three percent are Level 3 inputs. The Company recognizes transfers between levels at the end of each quarter. The Company did not transfer any securities between Level 1 and Level 2 during the three months ended September 30, 2010.

In Level 2, the Company has an investment in an offshore fund with a fair value of approximately $1,269,550 that invests in companies in the energy and natural resource sectors. The Company may redeem this investment on the first business day of each month after providing a redemption notice at least forty-five days prior to the proposed redemption date.

U.S. Global held investments in three securities with a value of zero and two venture capital investments that were measured at fair value using significant unobservable inputs (Level 3) at September 30, 2010.

The Company has a venture capital investment with a fair value of approximately $149,000 that primarily invests in companies in the energy and precious metals sectors. The Company may redeem this investment at the end of a calendar quarter after providing a written redemption notice at least thirty days prior, and the redemption prices are subject to a discount from the net value of the dealer bid prices or estimated liquidation value at the time of redemption. It is estimated that the underlying assets would be liquidated within the next three years. The Company also has a venture capital investment with a fair value of approximately $118,000 that primarily invests in companies in the medical and medical technology sectors. The Company may redeem this investment with general partner approval. As of September 30, 2010, the Company has an unfunded commitment of $125,000 related to this investment.

The following table presents additional information about investments measured at fair value on a recurring basis and for which the Company has utilized significant unobservable inputs to determine fair value:

Changes in Level 3 Assets Measured at Fair Value on a Recurring Basis
For the Three Months Ended September 30, 2010 (in thousands)

	Venture Capital Investments
Beginning Balance	$ 267
Return of capital	(7)
Total gains or losses (realized/unrealized)	-
Included in earnings (or changes in net assets)	-
Included in other comprehensive income	7
Purchases, issuances, and settlements	-
Transfers in and/or out of Level 3	-
Ending Balance	$ 267

Note 5. Investment Management, Transfer Agent and Other Fees

The Company serves as investment adviser to U.S. Global Investors Funds (USGIF) and receives a fee based on a specified percentage of net assets under management.

USSI also serves as transfer agent to USGIF and receives fees based on the number of shareholder accounts as well as transaction and activity-based fees. Additionally, the Company receives certain miscellaneous fees directly from USGIF shareholders. Fees for providing investment management, administrative, distribution and transfer agent services to USGIF continue to be the Company s primary revenue source.

The advisory agreement for the nine equity funds provides for a base advisory fee that, beginning in October 2009, is adjusted upwards or downwards by 0.25 percent when there is a performance difference of 5 percent or more between a fund s performance and that of its designated benchmark index over the prior rolling 12 months. For the three months ended September 30, 2010, the Company adjusted its base advisory fees upwards by $199,689.

The Company has voluntarily waived or reduced its fees and/or agreed to pay expenses on all thirteen funds. These caps will continue on a voluntary basis at the Company s discretion. Effective with the March 1, 2010, offering of institutional class shares in three USGIF funds, the Company voluntarily agreed to waive all institutional class-specific expenses. The aggregate fees waived and expenses borne by the Company for the three months ended September 30, 2010, and September 30, 2009, were $800,545 and $1,211,968, respectively.

The above waived fees include amounts waived under an agreement whereby the Company has voluntarily agreed to waive fees and/or reimburse the U.S. Treasury Securities Cash Fund and the U.S. Government Securities Savings Fund to the extent necessary to maintain the respective fund s yield at a certain level as determined by the Company (Minimum Yield). Reflecting increased demand in the market for government securities, yields on such products have decreased to record lows. For the three months ended September 30, 2010, fees waived and/or expenses reimbursed as a result of this agreement were $212,924 and $161,777 for the U.S. Treasury Securities Cash Fund and the U.S. Government Securities Savings Fund, respectively. The Company may recapture any fees waived and/or expenses reimbursed within three years after the end of the funds fiscal year of such waiver and/or reimbursement to the extent that such recapture would not cause the funds yield to fall below the Minimum Yield. Thus, $170,642 of these waivers is recoverable by the Company through December 31, 2011, $1,047,980 through December 31, 2012, and $1,181,902 through December 31, 2013. Management believes these waivers could increase in the future. Such increases in fee waivers could be significant and will negatively impact the Company s revenues and net income. Management cannot predict the impact of the waivers due to the number of variables and the range of potential outcomes.

The Company provides advisory services for two offshore clients and receives monthly advisory fees based on the net asset values of the clients and performance fees, if any, based on the overall increase in net asset values. The Company recorded fees from these clients totaling $166,834 and $102,566 for the three months ended September 30, 2010, and September 30, 2009, respectively. The performance fees for these clients are calculated and recorded quarterly in accordance with the terms of the advisory agreements. These fees may fluctuate significantly from year to year based on factors that may be out of the Company s control. Frank Holmes, CEO, serves as a director of the offshore clients.

The Company receives additional revenue from several sources including custodial fee revenues, mailroom operations, as well as investment income.

Substantially all of the cash and cash equivalents included in the balance sheet at September 30, 2010, and June 30, 2010, is invested in USGIF money market funds.

Note 6. Borrowings

As of September 30, 2010, the Company has no long-term liabilities.

The Company has access to a $1 million credit facility with a one-year maturity for working capital purposes. The credit agreement requires the Company to maintain certain quarterly financial covenants to access the line of credit. As of September 30, 2010, this credit facility remained unutilized by the Company.

Note 7. Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with ASC 718 *Compensation Stock Compensation* (formerly SFAS No. 123 (revised 2004) *Share-Based Payment*). Stock-based compensation expense is recorded for the cost of stock options. Stock-based compensation expense for the three months ended September 30, 2010, and September 30, 2009, respectively, was $9,457 and $25,021. As of September 30, 2010, and September 30, 2009, respectively, there was approximately $66,913 and $87,259 of total unrecognized share-based compensation cost related to share-based compensation granted under the plans that will be recognized over the remainder of their respective vesting periods.

Stock compensation plans

The Company s stock option plans provide for the granting of class A shares as either incentive or nonqualified stock options to employees and non-employee directors. Options are subject to terms and conditions determined by the Compensation Committee of the Board of Directors.

The following table summarizes information about the Company s stock option plans for the three months ended September 30, 2010.

	Number of Options	Weighted Average Exercise Price
Options outstanding, beginning of year	55,300	$ 19.21
Granted	-	-
Exercised	-	-
Forfeited	(20,000)	24.74
Options outstanding, end of period	35,300	$ 16.08
Options exercisable, end of period	27,120	$ 15.64

Note 8. Earnings Per Share
The basic earnings per share (EPS) calculation excludes dilution and is computed by dividing net income by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution of EPS that could occur if options to issue common stock were exercised.
The following table sets forth the computation for basic and diluted EPS:

	Three Months Ended September 30,	
	2010	**2009**
Net income	$ 1,265,693	$ 1,396,507
Weighted average number of outstanding shares		
Basic	15,364,500	15,311,570
Effect of dilutive securities		
Employee stock options	-	7,156
Diluted	15,364,500	15,318,726
Earnings per share		
Basic	$ 0.08	$ 0.09
Diluted	$ 0.08	$ 0.09

The diluted EPS calculation excludes the effect of stock options when their exercise prices exceed the average market price for the period. For the three months ended September 30, 2010, and September 30, 2009, respectively, 35,300 and 43,300 options were excluded from diluted EPS.
The Company may repurchase stock from employees. The Company made no repurchases of shares of its class A, class B, or class C common stock during the three months ended September 30, 2010. Upon repurchase, these shares are classified as treasury shares and are deducted from outstanding shares in the earnings per share calculation.
Note 9. Income Taxes
The Company and its subsidiaries file a consolidated federal income tax return. Provisions for income taxes include deferred taxes for temporary differences in the bases of assets and liabilities for financial and tax purposes, resulting from the use of the liability method of accounting for income taxes. The current deferred tax asset primarily consists of unrealized losses on trading securities as well as temporary differences in the deductibility of prepaid expenses and accrued liabilities. The long-term deferred tax asset is composed primarily of unrealized losses on available-for-sale securities and the difference in tax treatment of stock options.
A valuation allowance is provided when it is more likely than not that some portion of the deferred tax amount will not be realized. No valuation allowance was included or deemed necessary at September 30, 2010, or June 30, 2010.

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Note 10. Financial Information by Business Segment

The Company operates principally in two business segments: providing investment management services to the funds it manages and investing for its own account in an effort to add growth and value to its cash position. The following schedule details total revenues and income by business segment:

	Investment Management Services	Corporate Investments	Consolidated
Three months ended September 30, 2010			
Net revenues	$ 8,440,946	$ 479,795	$ 8,920,741
Net income before income taxes	1,480,426	478,804	1,959,230
Depreciation	75,052	-	75,052
Capital expenditures	24,616	-	24,616
Gross identifiable assets at September 30, 2010	31,748,918	9,284,274	41,033,192
Deferred tax asset			719,167
Consolidated total assets at September 30, 2010			$ 41,752,359
Three months ended September 30, 2009			
Net revenues	$ 7,469,574	$ 559,311	$ 8,028,885
Net income before income taxes	1,823,684	553,955	2,377,639
Depreciation	63,163	-	63,163
Capital expenditures	241,938	-	241,938

Note 11. Contingencies and Commitments

The Company continuously reviews all investor, employee and vendor complaints, and pending or threatened litigation. The likelihood that a loss contingency exists is evaluated through consultation with legal counsel, and a loss contingency is recorded if probable and reasonably estimable.

During the normal course of business, the Company may be subject to claims, legal proceedings, and other contingencies. These matters are subject to various uncertainties, and it is possible that some of these matters may be resolved unfavorably. The Company establishes accruals for matters for which the outcome is probable and can be reasonably estimated. Management believes that any liability in excess of these accruals upon the ultimate resolution of these matters will not have a material adverse effect on the consolidated financial statements of the Company.

The Board has authorized a monthly dividend of $0.02 per share through December 2010, at which time it will be considered for continuation by the Board. Payment of cash dividends is within the discretion of the Company s Board of Directors and is dependent on earnings, operations, capital requirements, general financial condition of the Company, and general business conditions. The total amount of cash dividends to be paid to class A and class C shareholders from October 2010 to December 2010 will be approximately $922,000.

Note 12. Subsequent Events

The Company has evaluated subsequent events that occurred after September 30, 2010, through the filing of this Form 10-Q. Any material subsequent events that occurred during this time have been properly recognized or disclosed in our financial statements.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

U.S. Global has made forward-looking statements concerning the Company s performance, financial condition, and operations in this report. The Company from time to time may also make forward-looking statements in its public filings and press releases. Such forward-looking statements are subject to various known and unknown risks and uncertainties and do not guarantee future performance. Actual results could differ materially from those anticipated in such forward-looking statements due to a number of factors, some of which are beyond the Company s control, including: (i) the volatile and competitive nature of the investment management industry, (ii) changes in domestic and foreign economic conditions, (iii) the effect of government regulation on the Company s business, and (iv) market, credit, and liquidity risks associated with the Company s investment management activities. Due to such risks, uncertainties, and other factors, the Company cautions each person receiving such forward-looking information not to place undue reliance on such statements. All such forward-looking statements are current only as of the date on which such statements were made.

BUSINESS SEGMENTS

The Company, with principal operations located in San Antonio, Texas, manages two business segments: (1) the Company offers a broad range of investment management products and services to meet the needs of individual and institutional investors; and (2) the Company invests for its own account in an effort to add growth and value to its cash position. Although the Company generates the majority of its revenues from its investment advisory segment, the Company holds a significant amount of its total assets in investments. The following is a brief discussion of the Company s two business segments.

Investment Management Products and Services

The Company generates substantially all of its operating revenues from managing and servicing USGIF and other advisory clients. These revenues are largely dependent on the total value and composition of assets under its management. Fluctuations in the markets and investor sentiment directly impact the funds asset levels, thereby affecting income and results of operations.

The Company provides advisory services for two offshore clients and receives monthly advisory fees based on the net asset values of the clients and performance fees, if any, based on the overall increase in net asset values. The Company recorded fees from these clients totaling $166,834 and $102,566 for the three months ended September 30, 2010, and September 30, 2009, respectively. The performance fees for these clients are calculated and recorded quarterly in accordance with the terms of the advisory agreements. These fees may fluctuate significantly from year to year based on factors that may be out of the Company s control. Frank Holmes, CEO, serves as a director of the offshore clients.

At September 30, 2010, total assets under management as of period end, including both SEC-registered funds and offshore clients, were $2.625 billion versus $2.529 billion at September 30, 2009. During the three months ended September 30, 2010, average assets under management were $2.450 billion versus $2.361 billion for the same period ended September 30, 2009. This increase was primarily due to an increase in the natural resource funds under management. Total assets under management at June 30, 2010, were $2.402 billion versus $2.625 billion at September 30, 2010.

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Investment Activities

Management believes it can more effectively manage the Company s cash position by broadening the types of investments used in cash management and continues to believe that such activities are in the best interest of the Company. The Company s investment activities are reviewed and monitored by Company compliance personnel, and various reports are provided to certain investment advisory clients. Written procedures are in place to manage compliance with the code of ethics and other policies affecting the Company s investment practices. This source of revenue does not remain consistent and is dependent on market fluctuations, the Company s ability to participate in investment opportunities, and timing of transactions.

As of September 30, 2010, the Company held investments with a market value of approximately $9.266 million and a cost basis of approximately $8.164 million. The market value of these investments is approximately 22.2 percent of the Company s total assets. See Note 3 (Investments) and Note 4 (Fair Value Disclosures) for additional detail regarding investment activities.

RESULTS OF OPERATIONS THREE MONTHS ENDED SEPTEMBER 30, 2010, AND 2009

The Company posted net income of $1,265,693 ($0.08 income per share) for the three months ended September 30, 2010, compared with net income of $1,396,507 ($0.09 income per share) for the three months ended September 30, 2009.

Revenues

Total consolidated revenues for the three months ended September 30, 2010, increased $891,856, or 11.1 percent, compared with the three months ended September 30, 2009. This increase was primarily attributable to the following:

Mutual fund advisory fees increased by $1,014,595, or 23.3%, primarily as a result of increased assets under management in the natural resource funds.

Expenses

Total consolidated expenses for the three months ended September 30, 2010, increased $1,310,265, or 23.2 percent, compared with the three months ended September 30, 2009. This was largely attributable to the following:

General and administrative expenses increased by $796,982, or 56.5%, primarily relating to the implementation of new investment management and trading software; and

Advertising increased by $394,304, or 400.1%, primarily as a result of increased marketing and sales activities.

LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2010, the Company had net working capital (current assets minus current liabilities) of approximately $28.870 million and a current ratio (current assets divided by current liabilities) of 7.0 to 1. With approximately $24.205 million in cash and cash equivalents and approximately $9.266 million in marketable securities, the Company has adequate liquidity to meet its current obligations. Total shareholders equity was approximately $36.918 million, with cash, cash equivalents, and marketable securities comprising 80.2 percent of total assets.

As of September 30, 2010, the Company has no long-term liabilities. The Company has access to a $1 million credit facility with a one-year maturity for working capital purposes. The credit agreement requires the Company to maintain certain quarterly financial covenants to access the line of credit. As of September 30, 2010, this credit facility remained unutilized by the Company.

Management believes current cash reserves, financing available, and potential cash flow from operations will be sufficient to meet foreseeable cash needs or capital necessary for the above-mentioned activities and allow the Company to take advantage of opportunities for growth whenever available.

Market volatility may cause the price of the Company s publicly traded class A shares to fluctuate, which in turn may allow the Company an opportunity to buy back stock at favorable prices.

The investment advisory and related contracts between the Company and USGIF were renewed effective October 1, 2010. The Company provides advisory services to two offshore clients for which the Company receives a monthly advisory fee and a quarterly performance fee, if any, based on agreed-upon performance measurements. The contracts between the Company and these offshore clients expire periodically, and management anticipates that its offshore clients will renew the contracts.

The Company receives additional revenue from several sources including custodial fee revenues, mailroom operations, and investment income.

CRITICAL ACCOUNTING ESTIMATES

For a discussion of critical accounting policies that the Company follows, please refer to the notes to the consolidated financial statements included in the Annual Report on Form 10-K for the year ended June 30, 2010. As discussed in Note 1 of the Notes to Consolidated Financial Statements, the Company has adopted certain recently issued financial accounting pronouncements.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company s balance sheet includes assets whose fair value is subject to market risks. Due to the Company s investments in equity securities, equity price fluctuations represent a market risk factor affecting the Company s consolidated financial position. The carrying values of investments subject to equity price risks are based on quoted market prices or, if not actively traded, management s estimate of fair value as of the balance sheet date. Market prices fluctuate, and the amount realized in the subsequent sale of an investment may differ significantly from the reported market value.

The Company s investment activities are reviewed and monitored by Company compliance personnel, and various reports are provided to certain investment advisory clients. Written procedures are in place to manage compliance with the code of ethics and other policies affecting the Company s investment practices.

The table below summarizes the Company s equity price risks as of September 30, 2010, and shows the effects of a hypothetical 25% increase and a 25% decrease in market prices.

	Fair Value at September 30, 2010	Hypothetical Percentage Change	Estimated Fair Value After Hypothetical Price Change	Increase (Decrease) in Shareholders Equity, Net of Tax
Trading securities[1]	$ 5,527,869	25% increase	$ 6,909,836	$ 912,098
		25% decrease	$ 4,145,902	($912,098)
Available-for-sale [2]	$ 3,738,240	25% increase	$ 4,672,800	$ 616,810
		25% decrease	$ 2,803,680	($616,810)

[1] *Unrealized and realized gains and losses on trading securities are included in earnings in the statement of operations.*

[2] *Unrealized and realized gains and losses on available-for-sale securities are excluded from earnings and recorded in other comprehensive*

income as a component of shareholders equity until realized.

The selected hypothetical changes do not reflect what could be considered best- or worst-case scenarios. Results could be significantly different due to both the nature of equity markets and the concentration of the Company s investment portfolio.

ITEM 4. CONTROLS AND PROCEDURES

An evaluation of the effectiveness of the design and operation of the Company s disclosure controls and procedures as of September 30, 2010, was conducted under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective as of September 30, 2010.

There has been no change in the Company s internal control over financial reporting that occurred during the three months ended September 30, 2010, that has materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1A. RISK FACTORS

For a discussion of risk factors which could affect the Company, please refer to Item 1A, Risk Factors in the Annual Report on Form 10-K for the year ended June 30, 2010. There has been no material changes since fiscal year end to the risk factors listed therein.

ITEM 5. OTHER INFORMATION

In light of Frank Holmes ownership of 99.59% of the class C voting shares, the Company is eligible to rely on the exemption from certain of the NASDAQ corporate governance listing requirements relating to the independence of the Board of Directors and certain committees that is afforded to controlled companies. Under NASDAQ rules, a controlled company is a company of which more than 50% of the voting power for the election of directors is held by an individual, a group or another company.

ITEM 6. EXHIBITS

1. Exhibits

31	Certifications of Chief Executive Officer and Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act Of 2002
32	Certifications of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002

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 thereto duly authorized.

U.S. GLOBAL INVESTORS, INC.

DATED: November 3, 2010

BY: /s/ Frank E. Holmes
Frank E. Holmes
Chief Executive Officer

DATED: November 3, 2010

BY: /s/ Catherine A. Rademacher
Catherine A. Rademacher
Chief Financial Officer