

PowerShares DB Precious Metals Fund
Form 8-K
February 25, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 24, 2015

POWERSHARES DB MULTI-SECTOR COMMODITY TRUST

(Registrant)

**POWERSHARES DB ENERGY FUND; POWERSHARES DB OIL FUND; POWERSHARES DB
PRECIOUS METALS FUND; POWERSHARES DB GOLD FUND; POWERSHARES DB
SILVER FUND; POWERSHARES DB BASE METALS FUND; POWERSHARES DB
AGRICULTURE FUND**

(Co-Registrants)

(Exact Name of each Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

87-0778053 (Trust)
(IRS Employer

of Incorporation)

ID Number)

c/o Invesco PowerShares LLC

3500 Lacey Road, Suite 700

Downers Grove, Illinois
(Address of Principal Executive Offices)

60515
(Zip Code)

001-33229; 001-33240; 001-33242; 001-33244; 001-33231; 001-33234; 001-33236; and 001-33238

(Commission File Numbers)

(630) 868-7179

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions (see General Instruction A.2. below):

- ☐ 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 5.01. Changes in Control of Registrant.

The PowerShares DB Multi-Sector Commodity Trust (the Trust) is organized in seven separate series. Each of PowerShares DB Energy Fund, PowerShares DB Oil Fund, PowerShares DB Precious Metals Fund, PowerShares DB Gold Fund, PowerShares DB Silver Fund, PowerShares DB Base Metals Fund and PowerShares DB Agriculture Fund (each a Fund) is a separate series of the Trust.

As previously disclosed, on October 24, 2014, DB Commodity Services LLC (DBCS), DB U.S. Financial Markets Holding Corporation (DBUSH), and Invesco PowerShares Capital Management LLC (Invesco) entered into an Asset Purchase Agreement (the Agreement). DBCS is a wholly-owned subsidiary of DBUSH and was the managing owner of the Trust and the Funds. Pursuant to the Agreement, DBCS agreed to transfer and sell to Invesco all of DBCS interest in the Trust and each Fund, including the sole and exclusive power to direct the business and affairs of the Trust and each Fund, as well as certain other assets pertaining to the management of the Trust and each Fund (the Transaction).

The Transaction was consummated on February 23, 2015, and upon consummation of the Transaction, Invesco became the managing owner, commodity pool operator, and commodity trading advisor of the Trust and each Fund, in replacement of DBCS. Consequently, consummation of the Transaction constituted a change of control in respect of the Trust and each Fund.

Upon consummation of the Transaction, Deutsche Bank Securities Inc. (DBSI) and Invesco entered into agreements pursuant to which DBSI will provide, or will arrange for third parties to provide, certain services for Invesco relating to certain commodities indices sponsored by DBSI or its affiliates.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

In connection with the consummation of the Transaction, Invesco, Wilmington Trust Company, as trustee of the Trust, and the unitholders of the Trust (the Shareholders) entered into a Fifth Amended and Restated Declaration of Trust and Trust Agreement, dated as of February 23, 2015 (the Revised Trust Agreement).

The Revised Trust Agreement effected certain changes to the Fourth Amended and Restated Declaration of Trust and Trust Agreement of the Trust, dated as of November 12, 2012 (the Prior Trust Agreement), including the following:

The general liability of the managing owner has been eliminated;

The requirement that the managing owner obtain the approval of a majority of the Shareholders prior to appointing an affiliate as an additional managing owner has been eliminated;

The requirement that notice be given to, and approval obtained from, the Shareholders with respect to change of control transactions of the managing owner with non-affiliates has been eliminated;

The managing owner may now transfer its units to any person or appoint any person a managing owner without receiving Shareholder approval;

The standard description of the conduct of the managing owner as a fiduciary of the Fund has been changed to eliminate express duties of good faith and due diligence;

The exculpation of the managing owner now applies to any person, not solely to the Fund and the managing owner's affiliates;

The exculpation of the managing owner does not apply to conduct constituting gross negligence (as opposed to negligence) or willful misconduct (as opposed to misconduct);

The Fund's indemnity of the managing owner is changed to cover affiliates of the managing owner;

The good faith determination required with respect to an eligible indemnitee's conduct must also be reasonable;

A potential indemnitee's failure to meet the standard of conduct requiring good faith and reasonable belief now must be finally adjudicated;

The requirement of court disposition of claims and court approval with respect to indemnification for certain breaches of securities law has been eliminated;

The requirement that a court approve any advance of expenses to the managing owner incurred defending a legal action initiated by a Shareholder has been eliminated;

The requirement that items of loss and deduction in excess of the managing owner's capital account balance otherwise allocable to the managing owner be allocated to the Shareholders has been eliminated;

The provision requiring legal opinions in connection with amendments of the Trust Agreement has been eliminated; and

Following dissolution of the Trust and liquidation and distribution of its assets, the make-up capital contribution no longer is required from the managing owner.

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Negligence, misconduct and a breach of the Trust Agreement no longer disqualify an indemnitee from indemnification, but gross negligence and willful misconduct do;

The requirement of court disposition of claims and court approval with respect to indemnification for certain breaches of securities law has been eliminated;

The requirement that a court approve any advance of expenses to the managing owner incurred defending a legal action initiated by a Shareholder has been eliminated;

The requirement that items of loss and deduction in excess of the managing owner's capital account balance otherwise allocable to the managing owner be allocated to the Shareholders has been eliminated;

The provision requiring legal opinions in connection with amendments of the Trust Agreement has been eliminated; and

Following dissolution of the Trust and liquidation and distribution of its assets, the make-up capital contribution no longer is required from the managing owner.

A copy of the Revised Trust Agreement is filed as Exhibit 4.1 hereto, and a copy of the Revised Trust Agreement marked to show changes from the Prior Trust Agreement was attached as Annex A to the Consent Solicitation Statement of the Trust and each Fund, dated January 23, 2015, filed by the Trust and each Fund as part of Schedule 14A, dated January 23, 2015, which Annex A is incorporated herein by this reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On January 23, 2015, the Trust submitted to its shareholders a Written Consent Solicitation seeking the consent of its shareholders to (i) approve the substitution of Invesco for DBCS as managing owner of the Trust and the Funds, and (ii) approve and adopt the Revised Trust Agreement. The solicitation period expired on February 19, 2015, and both matters were approved for the Trust and all of the Funds. The final results of the consent solicitation were as follows:

1. The approval of the substitution of Invesco for DBCS as managing owner of the Trust and the Funds:

Fund Name	Votes For	Votes Against	Abstentions
PowerShares DB Energy Fund	8,386,099	13,941	0
PowerShares DB Oil Fund	18,165,931	34,109	0
PowerShares DB Precious Metals Fund	4,376,844	23,196	0
PowerShares DB Gold Fund	3,395,082	4,958	0
PowerShares DB Silver Fund	788,032	12,008	0
PowerShares DB Base Metals Fund	13,176,139	23,901	0
PowerShares DB Agriculture Fund	40,832,185	367,855	0

2. The approval and adoption of the Revised Trust Agreement:

Fund Name	Votes For	Votes Against	Abstentions
PowerShares DB Energy Fund	8,120,683	279,357	0
PowerShares DB Oil Fund	17,937,668	262,372	0
PowerShares DB Precious Metals Fund	4,109,448	290,592	0
PowerShares DB Gold Fund	3,304,904	95,136	0
PowerShares DB Silver Fund	787,186	12,854	0
PowerShares DB Base Metals Fund	12,585,563	614,477	0
PowerShares DB Agriculture Fund	36,374,615	4,825,425	0

Item 8.01. Other Events.

Invesco PowerShares Capital Management LLC Temporarily Suspends Ability of Authorized Participants to Purchase New Creation Baskets in the Funds.

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Invesco PowerShares Capital Management LLC (Invesco), the managing owner and commodity pool operator of the Funds, has temporarily suspended the ability of Authorized Participants to purchase new Creation Baskets in the Funds while Invesco works quickly with the Securities and Exchange Commission to have declared effective a post-effective amendment to the Funds' registration statements, as well as approval by the National Futures Association. The Funds will file another Form 8-K to announce the resumption of the offering of Creation Baskets, which Invesco expects will occur shortly. The ability of Authorized Participants to redeem Creation Baskets is not affected.

During the suspension, Invesco believes that Authorized Participants and other groups that make a market in shares of the Funds will continue to actively trade the shares. However, there may be increases in the spread they quote between offers to buy and sell shares to allow them to adjust to the potential uncertainty as to when they might be able to purchase additional Creation Baskets. In addition, there could be a significant variation between the market price at which shares are traded and the shares' net asset value, which is also the price at which shares can be redeemed by Authorized Participants in Creation Baskets. The potential impact of either wider spreads between bid and offer prices, or reduced number of shares on which quotes may be available, could increase trading costs to investors. Invesco believes that any potential impact to the market in shares of the Funds will not extend beyond the time of the suspension.

Invesco is seeking to cause the suspension to be lifted as promptly as practicable.

Any forward-looking statements herein are based on expectations of Invesco at this time. Whether or not actual results and developments will conform to Invesco's expectations and predictions, however, is subject to a number of risks and uncertainties, including the special considerations discussed in the Funds' prospectuses, general economic, market and business conditions, changes in laws or regulations or other actions made by governmental authorities or regulatory bodies, and other world economic and political developments. The Funds and Invesco undertake no duty to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
4.1	Fifth Amended and Restated Declaration of Trust and 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.

PowerShares DB Multi-Sector Commodity Trust

By: Invesco PowerShares LLC,

its Managing Owner

By: /s/ Anna Paglia
Name: Anna Paglia
Title: Head of Legal

PowerShares DB Energy Fund, a series of PowerShares DB Multi-Sector Commodity Trust

By: Invesco PowerShares LLC,

its Managing Owner

By: /s/ Anna Paglia
Name: Anna Paglia
Title: Head of Legal

PowerShares DB Oil Fund, a series of PowerShares DB Multi-Sector Commodity Trust

By: Invesco PowerShares LLC,

its Managing Owner

By: /s/ Anna Paglia
Name: Anna Paglia
Title: Head of Legal

PowerShares DB Precious Metals Fund, a series of PowerShares DB Multi-Sector Commodity Trust

By: Invesco PowerShares LLC,

its Managing Owner

By: /s/ Anna Paglia

Name: Anna Paglia

Title: Head of Legal

**PowerShares DB Gold Fund, a series of
PowerShares DB Multi-Sector Commodity
Trust**

By: Invesco PowerShares LLC,

its Managing Owner

By: /s/ Anna Paglia
Name: Anna Paglia
Title: Head of Legal

**PowerShares DB Silver Fund, a series of
PowerShares DB Multi-Sector Commodity
Trust**

By: Invesco PowerShares LLC,

its Managing Owner

By: /s/ Anna Paglia
Name: Anna Paglia
Title: Head of Legal

**PowerShares DB Base Metals Fund, a series
of PowerShares DB Multi-Sector
Commodity Trust**

By: Invesco PowerShares LLC,

its Managing Owner

By: /s/ Anna Paglia
Name: Anna Paglia
Title: Head of Legal

**PowerShares DB Agriculture Fund, a series
of PowerShares DB Multi-Sector
Commodity Trust**

By: Invesco PowerShares LLC,

its Managing Owner

By: /s/ Anna Paglia
Name: Anna Paglia
Title: Head of Legal

Date: February 24, 2015

POWERSHARES DB MULTI-SECTOR COMMODITY TRUST

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INDEX TO EXHIBITS

Exhibits

Exhibit 4.1 Fifth Amended and Restated Declaration of Trust and Trust Agreement