

United States Oil Fund, LP  
Form 8-A12B  
March 13, 2006

As filed with the Securities and Exchange Commission on March 13, 2006

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-A**  
**For Registration of Certain Classes of Securities**  
**Pursuant to Section 12(b) or 12(g) of the**  
**Securities Exchange Act of 1934**  
**United States Oil Fund, LP**

(Exact name of registrant as specified in its charter)

Delaware

20-2830691

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

1320 Harbor Bay Parkway, Suite 145 Alameda,  
California

94502

(Address of principal executive offices)

(Zip Code)

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: 333-124950

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

Title of each class  
to be so registered

Name of each exchange on  
which each class is to be registered

Units of United States Oil Fund,  
LP

American Stock Exchange

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

None

(Title of class)

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of the Registrant's Securities to be Registered**

The securities to be registered hereby are units of United States Oil Fund, LP ( USOF ). The description of the units contained in the sections entitled The Units, Creations and Redemptions, Who is the General Partner?, and U.S. Federal Income Tax Considerations, in the Prospectus included in USOF's Registration Statement on Form S-1 (File No. 333-124950), filed with the Securities and Exchange Commission on March 13, 2006 as amended from time to time (the Registration Statement ), is hereby incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

**Item 2. Exhibits**

The following exhibits to this registration statement on Form 8-A are incorporated by reference from the documents specified which have been filed with the Securities and Exchange Commission.

<b>Exhibit No.</b>	<b>Description</b>
1	USOF's Form S-1 Registration Statement, as amended (Registration No. 333-124950), filed with the Securities and Exchange Commission on March 13, 2006 (incorporated herein by reference)
2	Form of the First Amended and Restated Limited Partnership Agreement (incorporated herein by reference to Exhibit 3.1 to USOF's Form S-1 Registration Statement, as amended (Registration No. 333-124950))
3	Certificate of Limited Partnership of the Registrant (incorporated herein by reference to Exhibit 3.2 to USOF's Form S-1 Registration Statement, as amended (Registration No. 333-124950))

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: March 8, 2006

**United States Oil Fund LP**

By: **Victoria Bay Asset Management,  
LLC**  
its General Partner

By: /s/ Nicholas D. Gerber

Nicholas D. Gerber  
President and Chief Executive  
Officer

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**INDEX TO EXHIBITS**

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	Represents the target number of shares of common stock that can be awarded upon vesting of performance-based restricted stock units granted February 26, 2013 upon achieving a performance goal over the performance period of January 1, 2013 through December 31, 2015, with 50% of the restricted stock units vesting if the threshold performance goal is achieved and 100% of the restricted stock units vesting if the target performance goal is achieved as of December 31, 2015. If the threshold performance goal is not attained, the restricted stock units will not vest. Attainment between the threshold and target performance goals is subject to straight-line interpolation.
(2)	
(3)	Non-qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as

- amended, pursuant to a Stock Option Agreement dated February 15, 2011. Options for 50% of the shares are considered "Time Vested" and options for 50% of the shares are considered "Performance Vested." The Time Vested options will vest in equal installments over five years on the anniversary of the grant date. Half of the Performance Vested options will vest when MoneyGram International, Inc.'s common stock closes at or above \$32.00 per share for 20 consecutive trading days during the five-year period following the grant date, and the other half of the Performance Vested options will vest when MoneyGram International, Inc.'s common stock closes at or above \$42.00 per share for 20 consecutive trading days during the five-year period following the grant date. If the shares of common stock of MoneyGram International, Inc. are not publicly traded, then vesting for the options that are Performance Vested will vest in the manner set forth in the stock option agreement.
- (4) Non-qualified stock option granted pursuant to the MoneyGram International, Inc.
- (5)

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- 2005 Omnibus  
Incentive Plan, as  
amended, pursuant  
to a Stock Option  
Agreement dated  
November 17,  
2011.  
Options will vest in  
four equal  
installments over  
four years on each  
anniversary of the  
grant date.  
Non-qualified stock  
option granted  
pursuant to the  
MoneyGram  
International, Inc.
- (6)
- 2005 Omnibus  
Incentive Plan, as  
amended, pursuant  
to a Stock Option  
Agreement dated  
February 26, 2013.
- (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.  
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays  
a currently valid OMB number.