

CURRENCYSHARES BRITISH POUND STERLING TRUST

Form 424B3

April 27, 2010

Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-164343

Prospectus Supplement No. 2 dated April 27, 2010

(to Prospectus dated January 22, 2010)

**5,500,000 SHARES**

**CURRENCYSHARES<sup>SM</sup> BRITISH POUND STERLING TRUST**

This Prospectus Supplement No. 2 amends and supplements our prospectus dated January 22, 2010 (the "Prospectus"). This Prospectus Supplement No. 2 should be read in conjunction with, and must be delivered with, the Prospectus and Prospectus Supplement No. 1 dated February 19, 2010 ("Prospectus Supplement No. 1").

The eighth paragraph on the cover page of the Prospectus is hereby deleted and replaced in its entirety with the following:

Neither the Shares nor the Trust's two deposit accounts maintained at the Depository and the British Pounds Sterling deposited in them are deposits insured against loss by the Federal Deposit Insurance Corporation (FDIC), any other federal agency of the United States or the Financial Services Compensation Scheme of England.

Under "The Offering - Interest on deposits," the first full paragraph on page 4 of the Prospectus is hereby deleted and replaced in its entirety with the following:

Neither the Shares nor the Deposit Accounts and the British Pounds Sterling deposited in them are deposits insured against loss by the FDIC, any other federal agency of the United States or the Financial Services Compensation Scheme of England.

The Risk Factor beginning "Shareholders do not have the protections" on page 9 of the Prospectus is hereby deleted and replaced in its entirety with the following:

**Shareholders do not have the protections associated with ownership of a demand deposit account insured in the United States by the Federal Deposit Insurance Corporation nor the protection provided for bank deposits under English law.**

Neither the Shares nor the Deposit Accounts and the British Pounds Sterling deposited in them are deposits insured against loss by the FDIC, any other federal agency of the United States or the Financial Services Compensation Scheme of England.

The fourth paragraph under "Overview of the Foreign Exchange Industry" on page 16 of the Prospectus is hereby deleted and replaced in its entirety with the following:

Much of the foregoing information is taken from *A Foreign Exchange Primer* by Shani Shamah (John Wiley & Sons Ltd., 2003) and *Trading in the Global Currency Markets* by Cornelius Luca (New York Institute of Finance, 2d ed., 2000).

The third sentence in the fifth paragraph under "Creation and Redemption of Shares" on page 26 of the Prospectus is hereby deleted and replaced in its entirety with the following: "As of April 27, 2010, Citadel Securities LLC, Credit Suisse Securities LLC, EWT LLC, Fortis Clearing Americas LLC, Goldman, Sachs & Co., Goldman Sachs Execution & Clearing, L.P., JPMorgan Securities, Inc., Knight Clearing Services, LLC, Merrill Lynch Professional Clearing Corp., Newedge USA, LLC and Timber Hill LLC have each signed a Participant Agreement with the Trustee and the Sponsor and may create and redeem Baskets."

All other portions of the Prospectus, as amended by Prospectus Supplement No. 1, shall remain unchanged. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Prospectus.

The date of this Prospectus Supplement is April 27, 2010