

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 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): March 17, 2009

XTRA-GOLD RESOURCES CORP.

(Exact name of registrant as specified in its charter)

Nevada **333-139037** **91-1956240**
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

360 Bay Street, Suite 301, Toronto, Ontario, Canada **M5H 2V6**
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(416) 366-4227**

not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))
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SECTION 8 Other Events

Item 8.01 Other Events

On March 17, 2009, Xtra-Gold issued a news release announcing its plan to conduct a private placement. A copy of the news release is attached as Exhibit 99.1.

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.

Date: March 17, 2009

XTRA-GOLD RESOURCES CORP.
(Registrant)

By: /s/ James Longshore
James Longshore,
President

Exhibit 99.1

XTRA-GOLD RESOURCES CORP.

NEWS RELEASE

March 17, 2009

PRIVATE PLACEMENT

XTRA-GOLD RESOURCES CORP. (the ‘**Company**’) – ‘**XTGR**’ (OTCBB-NASD) is pleased to announce that it plans to conduct a Regulation S private placement for up to US\$1,050,000. The Company is offering up to 1,500,000 units (the ‘**Units**’) at a price of US\$.70 per share comprised of one share in the common stock of the Corporation (a ‘**Share**’) and one full common stock purchase warrant (a ‘**Warrant**’). Each Warrant will entitle the holder to acquire one Share at a price of US\$1.00 per Share. The Warrants will be exercisable for a period of 24 months from the closing of the private placement. The Company may pay brokerage commissions, finders’ fees and/or similar compensation of 10% of the gross purchase price received for the Units.

About Xtra-Gold

Xtra-Gold Resources Corp. is a gold exploration company with our properties located in Ghana, West Africa.

For further information, please visit our website at www.xtragold.com. If you have any questions, please contact James Longshore at (416) 579-2274.