

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**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): May 19, 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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**Item 3.02 Unregistered Sales of Equity Securities.**

On May 19, 2009, Xtra-Gold issued a news release announcing the closing of a private placement. A copy of the news release is attached as Exhibit 99.1.

The information in this item 3.02 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), or otherwise subject to the liability of

that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 News release dated May 19, 2009

**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:** May 19, 2009

**XTRA-GOLD RESOURCES CORP.**  
(Registrant)

/s/ James Longshore

By: James Longshore,  
President

## Exhibit 99.1

NEWS RELEASE

May 19, 2009

### PRIVATE PLACEMENT CLOSED

**XTRA-GOLD RESOURCES CORP.** (the ‘Company’) – ‘**XTGR**’ (OTCBB-NASD) is pleased to announce that the Company has closed a Regulation S private placement (‘**Private Placement**’), as previously announced in a news release dated March 17, 2009, for gross proceeds of US\$712,600. The Private Placement was completed in tranches. The Company issued units (the ‘**Units**’) at a price of US\$.70 per Unit, each Unit being comprised of one share in the common stock of the Corporation (a ‘**Share**’) and one full common stock purchase warrant (a ‘**Warrant**’). The Company issued Units aggregating 1,018,000 Shares and 1,018,000 Warrants. Each Warrant entitles the holder to acquire one Share at a price of US\$1.00 per Share. The Warrants are exercisable for a period of 24 months from the date of each tranche closing.

The net proceeds from the Private Placement, together with the Company’s existing cash resources, will be used to fund a drill program of approximately 3,500 meters at the Company’s Apapam Project and for general corporate purposes.

#### **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](http://www.xtragold.com). If you have any questions, please contact James Longshore at (416) 579-2274.