

The information in this item 7.01 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 February 24, 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: February 24, 2009

XTRA-GOLD RESOURCES CORP.
(Registrant)

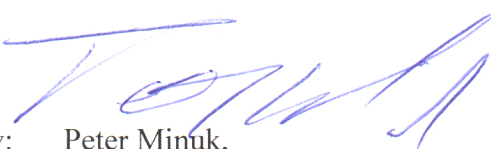

By: Peter Minuk,
Director

Exhibit 99.1

NEWS RELEASE

February 24, 2009

XTRA-GOLD RESOURCES ANNOUNCES STOCK REPURCHASE

XTRA-GOLD RESOURCES CORP. (the ‘Company’) – ‘**XTGR**’ (OTCBB - NASD) is pleased to announce that the Board of Directors has approved the purchase from time to time of some of the outstanding common shares of the Company, either in private transactions or in market transactions.

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, President at (416) 579-2274.