

**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): **August 11, 2009**

XTRA-GOLD RESOURCES CORP.
(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation)	333-139037 (Commission File Number)	91-1956240 (I.R.S. Employer Identification No.)
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360 Bay Street, Suite 301, Toronto, Ontario, Canada (Address of principal executive offices)	M5H 2V6 (Zip Code)
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Registrant's telephone number, including area code: **(416) 366-4227**

(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))

SECTION 5 Corporate Governance and Management

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors;
Appointment of Principal Officers**

Effective August 11th, 2009, Kiomi Mori was replaced by Peter Minuk as Secretary and Treasurer of Xtra-Gold Resources Corp. There was no known disagreement with Ms. Mori on any matter relating to the registrant's operations, policies or practices.

Item 8.01 Other Events

Xtra-Gold Resources Corp.(**the Company**) - 'XTGR' (**OTCBB-NASD**) is pleased to announce that the company has closed a Regulation S Private Placement for gross proceeds of \$301,500.00USD

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: August 17, 2009

XTRA-GOLD RESOURCES CORP.
(Registrant)

/s/ James Longshore
President

By: James Longshore,
President