

**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):

July 14, 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.)

**360 Bay Street, Suite 301, Toronto, Ontario, Canada**  
(Address of principal executive offices)

**M5H 2V6**  
(Zip Code)

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))
- 

**Item 8.01 Other Events**

On July 14, 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:** July 14, 2009

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

By: /s/ James Longshore

James Longshore  
President

---

**XTRA-GOLD RESOURCES CORP.**

**NEWS RELEASE**

**July 14, 2009**

**PRIVATE PLACEMENT**

**Xtra-Gold Resources Corp. ('Xtra-Gold' or 'the Company') – 'XTGR' (OTCBB – NASD)** is pleased to announce that it plans to conduct a Regulatory S private placement for up to US\$400,000. The company is offering up to 500,000 units (the **"Units"**) at a price of US\$.80 per share comprised of one share in the common stock of the corporation (a **Share**) and half a common stock purchase warrant (a **'Warrant'**). Each Warrant will entitle the holder to acquire one Share at a price of \$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](http://www.xtragold.com). If you have any questions, please contact James Longshore, President, at 416-579-2274