

**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):

June 1, 2010

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of
Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 31, 2010 Xtra-Gold Resources Corp is pleased to announce the following restructuring of the company's Officers and Directors.

- Robert Casaceli is currently on the Advisory Board and has been appointed to the Board of Directors replacing James Longshore effective June 1, 2010.
- Paul Zyla currently is a Director of the Company and has been given the added position as President, replacing James Longshore. Due to the increase of responsibility his options have increased from 3,000 to 4,500 per month effective June 1, 2010.

- Richard Grayston is currently a Director of the Company and has been given the added position as Chief Financial Officer replacing James Longshore.

Bio's for all the above individuals can be viewed on previous SEC Filings.

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: June 1, 2010

XTRA-GOLD RESOURCES CORP.
(Registrant)

/s/ Paul Zyla

By: Paul Zyla,
President