

**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):

November 16, 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))
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Item 8.01 Other Events

On November 16, 2009 Xtra-Gold Resources Corp. issued a news release announcing its plan to conduct a private placement. A copy of the news release is attached to this Form 8-K as exhibit 99.1

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 November 16, 2009 news release

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: November 16, 2009

XTRA-GOLD RESOURCES CORP.
(Registrant)

/s/ James Longshore

By: James Longshore,
President

The logo for Xtra-Gold Resources Corp. features the word "Xtra-Gold" in a stylized font with a yellow swoosh above the "X" and "G". The word "Resources Corp." is in a standard black font to the right of "Xtra-Gold".

Xtra-Gold Resources Corp.

NEWS RELEASE

NOVEMBER 16, 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\$3,000,000. The Company is offering up to 3,000,000 units (the “Units”) at a price of US\$1.00 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 \$1.50 per share. The warrants will be exercisable for a period of 18 months from the closing of the private placement. However; if the stock closes at \$2.50 or greater for 10 consecutive days (after 12 months from the closing), the company at its option can accelerate the exercise of the warrants. The Company may pay brokerage commissions, finders’ fees and/or similar compensation of up to 10% of the gross purchase price received for the Units, and also includes broker warrants. Haywood Securities Inc has been engaged to do this non broker private placement.

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.