

**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 21, 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 8.01 Other Events

On July 21, 2010 Xtra-Gold Resources Corp. issued a news release announcing it has entered into a Letter of Intent with Verbina Resources Inc. 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 July 21, 2010 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: July 21, 2010

XTRA-GOLD RESOURCES CORP.
(Registrant)

/s/ Paul Zyla

By: Paul Zyla
President



NEWS RELEASE

July 21, 2010

Xtra-Gold Announces that it has Entered into a Letter of Intent to Option its Banso and Muoso Prospecting Licenses (the “Concessions”) in Ghana, West Africa and Appoints CFO

Xtra-Gold Resources Corp. (“Xtra-Gold” or “the Company”) – (OTCBB:XTGR) is pleased to announce that it has signed a Letter of Intent with Verbina Resources Inc. (Verbina) - (TSXV:VUR-V) whereby Verbina may earn a 55% undivided interest in Xtra-Gold’s interest in the lode mining rights of its Banso and Muoso Concessions in Ghana.

In order to acquire an undivided 55% interest Verbina shall complete the following:

1. remit cash payments to Xtra-Gold in the aggregate amount of US\$300,000 consisting of US\$100,000 upon the Effective Date and a further US\$200,000 within 90 days of the Effective Date;
2. issue 1,000,000 fully paid and non-assessable common shares of Verbina to Xtra-gold upon the Effective Date; and
3. Incur a total of US\$4,500,000 in exploration expenditures on the Concessions within five years of the Effective Date with US\$500,000 to be incurred in the first year from the Effective Date and US\$1,000,000 in each year thereafter. Verbina shall have the right to accelerate the exploration expenditures at any time.

In addition, Verbina will pay Xtra-Gold a further US\$50,000 on the Effective Date to acquire an immediate 55% interest in the alluvial rights to the Concessions and such purchase will be subject to a definitive agreement to be entered into on or before the Effective Date.

Verbina shall act as Operator during the Option period and, in the event Verbina exercises the Option, a joint venture will be formed for the further exploration and development of the Concessions

Xtra-Gold CFO Appointment

Xtra-Gold is also pleased to announce that Mr. John Charles Ross, M.B.A., C.A. has been appointed the Company’s CFO. Mr. Ross has an extensive background in the mining financial field and he has worked for such organisations as Rio Algom as Manager, Financial Reporting; IAMGold Corp. as CFO; FNX Mining Company as CFO and currently acts as part-time CFO for Tri Origin Exploration Ltd.

About Xtra-Gold

Xtra-Gold Resources Corp. is a gold exploration company with a dominant land position in the highly prospective and under explored Kibi–Winneba greenstone belt ('Kibi Gold Belt') located in Ghana, West Africa. For further information, please visit our website at www.xtragold.com. If you have any questions, please contact Paul Zyla, President, at 416-579-2274.

Statements in this news release that are forward-looking statements are subject to various risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements. Such information contained herein represents management's best judgment as of the date hereof based on information currently available. The Company does not assume any obligation to update any forward-looking statements, save and except as may be required by applicable securities laws.