

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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) January 27, 2010

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

Nevada	333-139037	91-1956240
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

360 Bay Street, Suite 301, Toronto, Ontario, Canada	M5H 2V6
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code	(416) 366-4227
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not applicable
(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 (see General Instruction A.2. below):

<input type="checkbox"/>	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
<input type="checkbox"/>	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
<input type="checkbox"/>	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 January 25, 2010 Mr. Paul Zyla was appointed to the Board of Directors of Xtra-Gold Resources Corp. Mr. Zyla has previously served as a member of our Board of Directors and our Chief Executive Officer from April 2003 until November 2005. Since 2005, Mr. Zyla, 65, has been self employed as a consultant in the mining industry. In addition, since November 2009 Mr. Zyla has also served as President and a member of the Board of Directors of Verbina Resources, Inc. (TSX-V: VUR), a mineral exploration company engaged in the acquisition, exploration and development of mineral properties in the Province of Ontario, Canada.

We consider Mr. Zyla to be an “independent director” within the meaning of Rule 5605 of the NASDAQ Marketplace Rules.

As compensation for his services to us, he will receive a director fee of \$1,500 per quarter and 108,000 options the terms of which provide the purchase of one share per option at USD \$1.00 per share for the term of three years which shall vest 3,000 options each month for thirty-six months.

Item 7.01 Regulation FD Disclosure.

On January 27, 2010 we issued a press release announcing the creation of an Advisory Board, the appointments of Messrs. Casaceli and Bell to that Advisory Board, and the appointment of Mr. Zyla to our Board of Directors. A copy of the press release is filed as Exhibit 99.1 to this report.

Pursuant to General Instruction B.2 of Form 8-K, the information in this Item 7.01 of Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise be subject to the liabilities of that section, nor is it incorporated by reference into any filing of Xtra-Gold Resources Corp. under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 8.01 Other Events.

On January 25th, 2010 we created an Advisory Board and appointed Messrs. Robert J. Casaceli and David R. Bell as its initial members. The purpose of the Advisory Board is to provide our management with opinions and recommendations respecting geology and exploration on our Ghanaian gold exploration properties, strategic and corporate business development, corporate leadership, investor relations, corporate finance and human resources.

Mr. Casaceli is a geologist by training and has some 35 years experience in the mining and mineral exploration industries, having worked in over 50 countries around the world. Mr. Bell is a private consultant who operates his own business, Bell Geological Services and has consulted to various companies in the mining community for the past 30 years.

As compensation for these services to us, Mr Casaceli Contract fee shall be a day rate of USD\$700 per day for services rendered. Mr. Bell Contract fee shall be CDN\$600 per day for services rendered. Mr Casaceli and Mr. Bell both shall be entitled 108,000 options the terms of which provide for the purchase of one share per option at USD \$1.00 per share for a term of three years which shall vest 3,000 options each month for thirty-six months

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release dated January 27, 2010

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.

Xtra-Gold Resources Corp.

Date: January 28, 2010

By: /s/ James Longshore
James Longshore, President

Xtra-Gold Resources Corp.

NEWS RELEASE

January 27, 2010

ADVISORY BOARD AND DIRECTOR APPOINTMENTS

XTRA-GOLD RESOURCES CORP. (the ‘Company’) – ‘XTGR’ (OTCBB - NASD)

Xtra-Gold is pleased to announce the creation of an Advisory Board and the appointments of geological consultants Robert J. Casaceli and David R. Bell to the Company’s Advisory Board effective immediately. Both Mr. Casaceli and Mr. Bell will be directly involved in providing Xtra-Gold’s management with opinions and recommendations respecting geology and exploration on the Company’s Ghanaian gold exploration properties, strategic and corporate business development, corporate leadership, investor relations, corporate finance and human resources.

Robert J. Casaceli is a geologist by training and has some thirty-five years experience in the mining and mineral exploration industries, having worked in over fifty countries around the world. Mr. Casaceli is currently a consulting geologist in mining finance and mining exploration and is Chief Geologist for Franco-Nevada U.S. Corporation. Formerly, Mr. Casaceli was the President and Chief Executive Officer of Franc-Or Resources Corporation, a Toronto Stock Exchange company.

David R. Bell is a private consultant who operates his own business, Bell Geological Services. He has consulted to various companies in the mining community for the past 30 years. Mr. Bell was previously employed by Falconbridge Nickel Mines as a miner and geologist, where he worked in the Sudbury Basin and completed exploration work in Blind River, Thunder Bay, Northern Manitoba and British Columbia. Mr. Bell was also a mine geologist for Dome Mines Ltd. at Dome Mines in Timmins, and a project geologist for Dome Mines Ltd. during the feasibility stage of the Detour Lake Mine in the James Bay Lowlands. He has evaluated and reported on over sixty regional projects in Canada, the United States, Australia, Philippines, Africa and Europe. He received the PDAC Prospector of the Year award (1982) in recognition of his world-class Hemlo gold camp discoveries. The three Hemlo gold mines, David Bell, Golden Giant and Williams created thousands of jobs and pumped hundreds of millions of dollars into the Ontario economy. Mr. Bell has served on the Boards of numerous public companies over the years.

In addition to the Advisory Board appointments, Xtra-Gold is pleased to welcome back Paul Zyla as a director of the Company. Mr. Zyla has extensive public company experience and was a director and officer of the Company during its formative years. He is currently president of Verbina Resources Inc., a TSX-Ventures listed company.

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. The Kibi Gold Belt exhibits many similar features to Ghana’s main gold belt, the Ashanti Belt. Approximately 116 million ounces of gold have been discovered to date in this neighboring, geologically analogous Birimian greenstone belt (based on publicly available information).

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.