

**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 26, 2008

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 26, 2008, Xtra-Gold Resources Corp. issued a news release announcing the extension of a renewal agreement with Newmont Mining Corporation and the issuance of shares to settle payables. A copy of the news release is attached to this Form 8-K as exhibit 99.1.1

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1.1 November 26, 2008 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 26, 2008

XTRA-GOLD RESOURCES CORP.
(Registrant)

/s/ Peter Minuk

By: Peter Minuk,
Vice-President, Finance

XTRA-GOLD RESOURCES CORP.

NEWS RELEASE

November 26, 2008

**RENEWAL OF AGREEMENT WITH NEWMONT MINING CORPORATION
("NEWMONT") AND ISSUANCE OF STOCK**

XTRA-GOLD RESOURCES CORP. (the 'Company') – 'XTGR' (OTCBB - NASD) Announces that the company has signed another 1 year extension of its Confidentially Agreement with Newmont. The original agreement was signed in November 20th, 2007, and both parties have agreed to renew the agreement for another year. In July 2008, Newmont completed a ground gravity survey covering our land package located in the Kibi Gold Belt, with the results indicating that the Kibi Gold Trend exhibits a favorable structural setting for hosting of lode gold. This agreement was renewed, because Newmont wants to further analyze the Kibi Gold Trend for investment purposes.

The company shall issue 131,243 shares of treasury stock to 3 key suppliers of Xtra-Gold Mining Limited. These shares will settle payables of \$196,865USD, which equates to a share price of \$1.50 per share. We would like to thank our suppliers for their continued support.

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 at 416-579-2274.
