

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16 OF THE SECURITIES EXCHANGE ACT OF 1934
For the month of July 2017

Commission File Number: 001-31819

Gold Reserve Inc.

(Exact name of registrant as specified in its charter)

926 W. Sprague Avenue, Suite 200
Spokane, Washington 99201

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by
Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by
Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

This Report on Form 6-K and the exhibit attached hereto are hereby incorporated by reference into Gold Reserve Inc.'s (the "Company") current Registration Statements on Form F-3 on file with the U.S. Securities and Exchange Commission (the "SEC").

The following exhibit is furnished with this Form 6-K:

99.1 Material Change Report

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS AND INFORMATION

The information presented or incorporated by reference in this report contains both historical information and "forward-looking statements" (within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act) or "forward looking information" (within the meaning of applicable Canadian securities laws) (collectively referred to herein as "forward looking statements") that may state our intentions, hopes, beliefs, expectations or predictions for the future.

Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by us at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies that may cause our actual financial results, performance or achievements to be materially different from those expressed or implied herein and many of which are outside our control.

Forward-looking statements involve risks and uncertainties, as well as assumptions, including those set out herein, that may never materialize, prove incorrect or materialize other than as currently contemplated which could cause our results to differ materially from those expressed or implied by such forward-looking statements. The words "believe," "anticipate," "expect," "intend," "estimate," "plan," "may," "could" and other similar expressions that are predictions of or indicate future events and future trends, which do not relate to historical matters, identify forward-looking statements. Any such forward-looking statements are not intended to provide any assurances as to future results.

Numerous factors could cause actual results to differ materially from those described in the forward-looking statements, including, without limitation:

- delay or failure by Venezuela to make payments or otherwise honor its commitments under the Settlement Agreement, including with respect to the sale of the Mining Data;
 - the ability of the Company and Venezuela to (i) successfully overcome any legal, regulatory or technical obstacles to operate Empresa Mixta Ecosocialista Siembra Minera, S.A. and develop the Brisas Cristinas Project, (ii) obtain any remaining governmental approvals and (iii) obtain financing to fund the capital costs of the Brisas Cristinas Project;
 - risks associated with exploration, delineation of adequate resources and reserves, regulatory and permitting obstacles and other risks normally incident to the exploration, development and operation of mining properties including our ability to achieve revenue producing operations in the future;
 - local risks associated with the concentration of our future operations and assets in Venezuela, including operational, security, regulatory, political and economic risks;
 - our ability to resume our efforts to enforce and collect the Award, including the associated costs of such enforcement and collection effort and the timing and success of that effort, if Venezuela fails to make payments under the Settlement Agreement;
 - pending the receipt of payments under the Settlement Agreement or otherwise, our continued ability to service or restructure our outstanding notes or other obligations as they come due and access future additional funding, when required, for ongoing liquidity and capital resources;
 - shareholder dilution resulting from future restructuring, refinancing and/or conversion of our outstanding notes or from the sale of additional equity, if required;
 - value realized from the disposition of the remaining Brisas Project related assets, if any;
 - our prospects in general for the identification, exploration and development of additional mining projects;
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- risks associated with the abilities and continued participation of key employees; and
- Changes in U.S. and/or Canadian tax laws to which we are subject.

See “Risk Factors” contained in our Annual Information Form and Annual Report on Form 40-F filed on www.sedar.com and www.sec.gov, respectively for additional risk factors that could cause results to differ materially from forward-looking statements.

Investors are cautioned not to put undue reliance on forward-looking statements, and investors should not infer that there has been no change in our affairs since the date of this report that would warrant any modification of any forward-looking statement made in this document, other documents periodically filed with the U.S. Securities and Exchange Commission (the “SEC”) or other securities regulators or presented on the Company’s website. Forward-looking statements speak only as of the date made. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by this notice. We disclaim any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, subject to our disclosure obligations under applicable U.S. and Canadian securities regulations. Investors are urged to read the Company’s filings with U.S. and Canadian securities regulatory agencies, which can be viewed online at www.sec.gov and www.sedar.com, respectively.

SIGNATURE

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, thereunto duly authorized.

Dated: July 24, 2017

GOLD RESERVE INC. (Registrant)

By: /s/ Robert A. McGuinness
Robert A. McGuinness, its Vice President of Finance,
Chief Financial Officer and its Principal Financial and Accounting Officer

Form 51-102F3
Material Change Report

MATERIAL CHANGE REPORT UNDER SECTION 7.1(1) OF
NATIONAL INSTRUMENT 51-102

1. **Name and Address of Company**

Gold Reserve Inc. ("**Gold Reserve**" or the "**Company**")
999 W. Riverside Avenue, Suite 401
Spokane, Washington 99201

2. **Date of Material Change**

July 14, 2017

3. **News Release**

A news release announcing the material change described herein was issued through CNW Group at Spokane, Washington and filed on SEDAR on July 18, 2017.

4. **Summary of Material Change**

The Company announced that on July 14, 2017 it completed its previously announced redemption of a portion of its outstanding senior notes which, together with the conversion of senior notes at the election of certain noteholders, has resulted in the Company reducing its outstanding debt by approximately US \$28.3 million.

5. **Full Description of Material Change**

5.1 **Full Description of Material Change**

In connection with the partial redemption, the Company redeemed approximately US \$21.1 million in aggregate principal amount of its outstanding senior notes, comprising approximately US \$16.6 million of its 11% Senior Secured Convertible Notes due 2018 (the "Convertible Notes") and approximately US \$4.5 million of its 11% Senior Secured Interest Notes due 2018 (the "Interest Notes" and together with the Convertible Notes, the "Notes"). In addition, certain noteholders, at their election, have converted approximately US \$7.2 million aggregate principal amount of Notes (including \$6.6 million aggregate principal amount of Notes converted at the election of certain noteholders in lieu of the redemption of such Notes).

The Notes were redeemed for cash at a redemption price of 120% of the outstanding principal amount of the redeemed notes plus accrued interest to the redemption date. Accordingly, the total redemption price paid by the Company included approximately US \$4.0 million related to the redemption premium and accrued and unpaid interest on the Notes. The redemption was made pursuant to the indenture governing the Notes and the terms of the notice of redemption.

Following the redemption and Note conversions described above, the Company has US \$25.9 million and US \$4.9 million of Convertible Notes and Interest Notes outstanding, respectively, for a combined total of approximately US \$30.8 million. The Company issued approximately 2.4 million additional Class A common shares in connection with the conversions described above, resulting in approximately 92.3 million shares outstanding. In the event the remaining outstanding Convertible Notes are converted to Class A common shares, the Company would have approximately 100.9 million shares issued and outstanding.

Gold Reserve intends to apply the proceeds of additional payments received pursuant to its Settlement Agreement with the Bolivarian Republic of Venezuela (“Venezuela”), net of applicable taxes, to redeem the remaining outstanding Notes in accordance with the requirements of the indenture, including the proceeds of the installment payment that the Company announced it had received on July 11, 2017.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

7. Omitted Information

Not Applicable.

8. Executive Officer

A. Douglas Belanger
President
(509) 623-1500

9. Date of Report

July 24, 2017

This material change report contains “forward-looking statements” within the meaning of applicable U.S. federal securities laws and “forward-looking information” within the meaning of applicable Canadian provincial and territorial securities laws and state Gold Reserve’s and its management’s intentions, hopes, beliefs, expectations or predictions for the future including without limitation statements with respect to the payments contemplated by the Settlement Agreement and Gold Reserve’s redemption of additional Notes following receipt of such payments. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies

We caution that such forward-looking statements involve known and unknown risks, uncertainties and other risks that may cause the actual outcomes, financial results, performance, or achievements of Gold Reserve to be materially different from our estimated outcomes, future results, performance, or achievements expressed or implied by those forward-looking statements, including without limitation Venezuela's ability to fund the contemplated payments to the Company pursuant to the Settlement Agreement.

Investors are cautioned not to put undue reliance on forward-looking statements. All subsequent written and oral forward-looking statements attributable to Gold Reserve or persons acting on its behalf are expressly qualified in their entirety by this notice. Gold Reserve disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, subject to its disclosure obligations under applicable rules promulgated by the Securities and Exchange Commission and applicable Canadian provincial and territorial securities laws.

"Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release."