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

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**SCHEDULE 14D-9**

SOLICITATION/RECOMMENDATION STATEMENT UNDER  
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)

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**GOLD RESERVE INC.**

(Name of Subject Company)

**GOLD RESERVE INC.**

(Name of Person(s) Filing Statement)

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**Class A Common Shares**  
**Equity Units**  
**Class A Common Share Purchase Rights**  
(Title of Class of Securities)

**38068N108 (Class A Common Shares)**  
(CUSIP Number of Class of Securities)

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**Rockne J. Timm**  
**Gold Reserve Inc.**  
**926 West Sprague Ave.**  
**Suite 200**  
**Spokane, WA 99201**  
**(509) 623-1500**

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications on Behalf of the Person(s) Filing Statement)

With Copies To:

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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This Amendment No. 2 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed by Gold Reserve Inc. (“Gold Reserve”) with the Securities and Exchange Commission (“Commission”) on December 30, 2008 (as amended, the “Statement”). The purpose of this amendment is to amend and supplement Item 9 — Exhibits by adding new exhibits (a)(9) and (a)(10). Except as otherwise indicated, the information set forth in the Statement remains unchanged.

**Item 9. Exhibits**

Item 9 is hereby amended and supplemented by adding the following exhibit:

<u>Exhibit Number</u>	<u>Description</u>
(a)(9)	Management Presentation (incorporated by reference to Gold Reserve Inc.’s Form 425 filed with the Commission on January 6, 2009.
(a)(10)	Press Release issued by Gold Reserve Inc. on January 6, 2009 (incorporated by reference to Gold Reserve Inc.’s Form 425 filed with the Commission on January 6, 2009.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 6, 2008

**GOLD RESERVE INC.**

By: /s/ Robert A. McGuinness  
Name: Robert A. McGuinness  
Title: Vice President — Finance & CFO