

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 August 2016

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):

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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 of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended) 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 the Bolivarian Republic of Venezuela ("Venezuela") to make required payments or otherwise honor its obligations under the settlement agreement (the "Settlement Agreement"), between us and Venezuela with respect to the payment of amounts awarded under the arbitral award (the "Award") granted in favor of the Company by the International Centre for Settlement of Investment Disputes in respect of the Brisas Project and the sale to Venezuela of the technical mining data related to such project for use by the Mixed Company (as defined below);
- the ability of the Company and Venezuela to successfully form and operate the jointly owned company (the "Mixed Company") for the purposes of developing the Brisas Project and the adjacent Cristinas gold-copper project in a combined project (the "Brisas-Cristinas Project");
- the ability of Venezuela to obtain sufficient financing on favorable terms, if at all, to make the required payments under the Settlement Agreement in a timely manner and/or to fund the development of the Brisas-Cristinas Project by the Mixed Company;
- the ability of the Company and Venezuela to obtain the approval of the National Executive Branch of the Venezuelan government to provide tax and other economic benefits for the activities of the Mixed Company;
- our ability to successfully provide engineering, procurement and construction services to the Mixed Company under the technical services agreement we expect to enter into with respect to the Mixed Company, including our ability to identify and secure third party service providers in Venezuela;
- risks associated with exploration and, if adequate reserves, financing and other resources are available, development of the Brisas-Cristinas Project (including regulatory and permitting risks);
- risks associated with fluctuations in currency exchange rates and metal prices and metal production volatility;
- the concentration of our future operations and assets in Venezuela, including operational, regulatory, political and economic risks associated with Venezuelan operations;
- the potential for corruption and uncertain legal enforcement in Venezuela, including requests for improper payments;
- the potential that civil unrest, military actions and crime will impact our potential future operations and assets in Venezuela;
- our prospects in general for the exploration and development of mining projects in the future and other risks normally incident to the exploration, development and operation of mining properties;
- our ability to satisfy the obligations under our outstanding notes and contingent value rights following any payment by Venezuela under the Settlement Agreement, and any subsequent distribution of remaining funds to our shareholders (subject in each case to the payment of outstanding or incurred corporate obligations and/or taxes);
- if Venezuela fails to make required payments under the Settlement Agreement and it is terminated, our ability to resume our efforts to collect the Award and the timing and success of that collection effort;
- the costs associated with the enforcement and collection of the Award, including the costs that we will incur in connection with the Settlement Agreement;
- pending the receipt of payments under the Settlement Agreement, our ongoing liquidity and capital resources and access to additional funding in the future when required;
- continued servicing or restructuring of our outstanding notes or other obligations as they come due;
- shareholder dilution resulting from restructuring, refinancing or conversion of our outstanding notes or from the sale of additional equity, if required;

- our ability to maintain continued listing of its Class A common shares on the TSX Venture Exchange;
  - value realized from the disposition of the remaining Brisas Project related assets, if any;
  - adverse U.S. and/or Canadian tax consequences;
  - abilities and continued participation of certain key employees; and
  - our long-term plan for identifying and achieving revenue producing operations in the future.
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This list is not exhaustive of the factors that may affect any of our forward-looking statements. See “Risk Factors” contained in our Annual Information Form and Annual Report on Form 40-F filed on [www.sedar.com](http://www.sedar.com) and [www.sec.gov](http://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 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](http://www.sec.gov) and [www.sedar.com](http://www.sedar.com), respectively.

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**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: August 15, 2016

**GOLD RESERVE INC.** (Registrant)

By: /s/ Robert A. McGuinness

Name: Robert A. McGuinness

Title: Vice President – Finance & CFO

Form 51-102F3  
Material Change Report

MATERIAL CHANGE REPORT UNDER SECTION 7.1(1) OF  
NATIONAL INSTRUMENT 51-102 AND SECTION 5.2 OF  
MULTILATERAL INSTRUMENT 61-101

1. **Name and Address of Company**

Gold Reserve Inc. ("**Gold Reserve**" or the "**Company**")  
926 W. Sprague Avenue, Suite 200  
Spokane, Washington  
99201

2. **Date of Material Change**

August 5, 2016

3. **News Release**

A news release announcing the material change described herein was issued through CNW Group at Spokane, Washington on August 8, 2016, and filed on SEDAR on August 9, 2016.

4. **Summary of Material Change**

The Company has executed a settlement agreement ("**Settlement Agreement**") with the Bolivarian Republic of Venezuela ("**Venezuela**") which includes payment of the arbitral award (the "**Award**") granted in favor of the Company by the International Centre for Settlement of Investment Disputes in respect of the Brisas project. In addition, Venezuela has agreed to acquire the Company's mining data for \$240 million and the parties have entered into an agreement ("**Mixed Company Agreement**") for the formation of a jointly owned company ("**Mixed Company**"). The Mixed Company will have the gold, copper, and silver rights to 18,000 hectares, including the Brisas Cristinas deposit.

5. **Full Description of Material Change**

**5.1 Full Description of Material Change**

Pursuant to the settlement agreement, Venezuela will pay the Company the Award, which amounts to US\$769,681,823, including accrued interest up to February 24, 2016, in two installments, US\$600,000,000 which is expected on or before October 31, 2016 and the remaining US\$169,681,823 on or before December 31, 2016. This payment shall be made to Gold Reserve using resources from the financing to be obtained by Venezuela for such purposes. The Company has agreed to a temporary suspension of the legal enforcement of the Award until final payment of the Award is made by Venezuela. Upon the final payment of the Award, the Company will cease all legal activities related to the collection of the Award.

Venezuela will acquire the Company's technical mining data for US\$240 million in four quarterly installments of US\$50 million beginning October 31, 2016, with a fifth and final installment of US\$40 million due on or before October 31, 2017. After the final payment, the Company's technical mining data will be transferred to the Venezuelan National Mining Database.

Venezuela will use the proceeds from any financing it closes after the execution of this agreement to pay Gold Reserve the amounts owed under this agreement in preference to any other creditor.

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Gold Reserve may terminate the Settlement Agreement by written notice, without requiring any decision from any judicial authority if the two installments with respect to the payment of the Award are not received by Gold Reserve within the periods provided in the Settlement Agreement.

The terms of the Mixed Company Agreement include:

- The Mixed Company will be beneficially owned 55% by Venezuela and 45% by a wholly-owned subsidiary of Gold Reserve. The mining project term is 40 years (20 years with two 10 year extensions).
  - Venezuela will contribute to the Mixed Company, the rights to the gold, copper, silver and other strategic minerals contained within 18,000 hectares located in southeast Bolivar State which includes the Brisas Cristinas project. Gold Reserve, under a Technical Services Agreement, will provide engineering, procurement and construction services to the Mixed Company. Gold Reserve will receive a fee of 5% of all costs of construction and development of the project. After commencement of commercial production, the Company will be paid a fee of five percent (5%) for its technical assistance during operations.
  - Venezuela and the Company will work together to complete financing(s) to fund the contemplated US\$2.1 billion anticipated capital costs of the Brisas Cristinas project.
  - Presidential Decrees have been or will be issued within the legal framework of the "Orinoco Mining Arc", with the following tax and fiscal incentives for Mixed Companies operating in that area:
    - Exemption from value added tax, stamp tax, municipal taxes and any taxes arising from the contribution of tangible or intangible assets, if any, to the Mixed Companies by the parties.
    - The Mixed Companies will incur the same cost of electricity, diesel and gasoline as that incurred by the government or related entities.
  - Venezuela and Gold Reserve will participate in the net profits of the Mixed Company, in accordance with an agreed upon formula resulting in specified respective percentages based on the sales price of gold per ounce. For sales up to \$1600 per ounce, net profits will be allocated 55% to Venezuela and 45% to Gold Reserve. For sales greater than \$1600 per ounce, the incremental amount will be allocated 70% to Venezuela and 30% to Gold Reserve. For example, with sales at \$1600 and \$3500 per ounce, net profits will be allocated 55%/45% and 60.5%/39.5% respectively.
  - The Mixed Company will pay a net smelter return royalty (NSR) to Venezuela on the sale of gold, copper, silver and any other strategic minerals of 5% for the first ten years of commercial production, 6% for the next ten years and 7% thereafter.
  - The Mixed Company will be authorized to maintain funds associated with future capital cost financings in US dollar accounts.
  - The Mixed Company will be authorized to export and sell its concentrate and doré containing gold, copper, silver and other strategic minerals outside of Venezuela and maintain proceeds from such sales in an offshore US dollar account.
  - The sales proceeds will be converted into local currency at the most favorable exchange rate offered by Venezuela to other entities to pay, as required, Venezuela income taxes and annual operating and capital costs for the Brisas Cristinas project. In addition, dividends and profit distributions, if any, will be directly paid to the Mixed Company shareholders.
  - If Venezuela enters into an agreement with a third party for the incorporation of a mixed company to perform similar activities with terms and conditions that are more favorable than the above tax and fiscal incentives, Venezuela agrees to use its best efforts to grant to the Mixed Company similar terms that will apply to the Brisas Cristinas project.
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- Venezuela will indemnify Gold Reserve and affiliates against any future legal actions associated with the Brisas Cristinas project.
- The Mixed Company Board of Directors will be comprised of seven individuals, of which four will be appointed by Venezuela and three by Gold Reserve.

## 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

August 15, 2016.

### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

*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 transactions contemplated by the Settlement Agreement and the Mixed Company Agreement and the development of the Brisas Cristinas project. Forward-looking statements are necessarily based upon 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 and the Mixed Company Agreement, the ability of Venezuela and the Company to arrange financing for the anticipated capital costs of the Brisas Cristinas project and the risk that the development of the Brisas Cristinas project may not proceed as anticipated.*

*This list is not exhaustive of the factors that may affect any of Gold Reserve’s forward looking statements. 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.*