

As filed with the Securities and Exchange Commission on December 1, 1998.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

GOLD RESERVE INC.
(Exact name of registrant as specified in its charter)

YUKON TERRITORY, CANADA
(State of incorporation
or organization)

NONE
(IRS Employer
Identification No.)

601 WEST RIVERSIDE, SUITE 1940
SPOKANE, WASHINGTON 99201
(Address of principal executive offices) (Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. | |

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. |X|

Securities to be registered pursuant to Section 12(b) of the Act: None

Securities to be registered pursuant to Section 12(g) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

CLASS A COMMON SHARES, NO PAR VALUE PER SHARE

NASDAQ SMALL CAP SYSTEM
THE TORONTO STOCK EXCHANGE

RIGHTS TO PURCHASE CLASS A COMMON SHARES

NASDAQ SMALL CAP SYSTEM
THE TORONTO STOCK EXCHANGE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

GOLD RESERVE INC.

Date: June 10, 1999

By: /s/ Robert A. McGuinness

Robert A. McGuinness
Vice President of Finance and
Chief Financial Officer

