

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 2017

Commission File Number: 001-31819

Gold Reserve Inc.

(Exact name of registrant as specified in its charter)

999 W. Riverside Avenue, Suite 401

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 News Release

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: August 23, 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



NR-17-12

GOLD RESERVE PROVIDES UPDATE ON ANNUAL MEETING MATTERS**SPOKANE, WASHINGTON, August 23, 2017**

The board of directors (the "Board") of Gold Reserve Inc. (TSX.V: GRZ) (OTCQX: GDRZF) ("Gold Reserve" or the "Company") is pleased to announce that the Company has reached separate agreements with each of Steelhead Partners, LLC ("Steelhead") and Greywolf Capital Management LP ("Greywolf"), two of the Company's largest shareholders, regarding how Steelhead and Greywolf, respectively, will vote the Class A common shares (the "Class A Shares") over which they exercise control or direction with respect to the election of directors at the Company's annual meeting of shareholders to be held on August 29, 2017 (the "Meeting").

In particular, each of Greywolf and Steelhead has agreed to vote all of the Class A Shares over which it exercises control or direction for the following seven director nominees: Mr. Robert A. Cohen (a nominee of Greywolf), Mr. Michael Johnston (a nominee of Steelhead) and five members of the incumbent Board, being Messrs. Rockne J. Timm, A. Douglas Belanger, James P. Geyer, James H. Coleman and Jean Charles Potvin. In conjunction with such agreements, the name of Patrick D. McChesney, a director of the Company since 1988, will be withdrawn from consideration for re-election to the Board.

The Company has further agreed with each of Steelhead and Greywolf that following the Meeting, the Board will work with such shareholders to seek out and review potential candidates, mutually agreeable to such shareholders, to be appointed to the Board by the end of 2017. Once a candidate agreeable to such shareholders is identified, such person would be put forward to the Board to be appointed as a director at the request of such shareholders and an existing director will resign at that time.

James Coleman, Executive Chairman of the Board, stated, "We would also like to acknowledge the significant contributions Pat McChesney has provided over the many years as an officer and a director. Mr. McChesney's wit, sound advice and steady hand will be missed and we express our sincere thanks to him for his service and wish him all the best."

As at July 10, 2017, the record date for the Meeting (the "Record Date"), Greywolf, on behalf of certain funds that it manages or advises, exercised control or direction over 23,544,147 Class A Shares (representing approximately 26.2% of the outstanding Class A Shares as at the Record Date) and Steelhead, on behalf of Steelhead Navigator Master, L.P. ("Steelhead Navigator") and another client, exercised control or direction over 7,331,701 Class A Shares (representing approximately 8.2% of the outstanding Class A Shares as at the Record Date).

Subsequent to the Record Date, Greywolf, on behalf of certain funds it manages or advises, or exercises control or direction over, acquired an additional 2,910,109 Class A shares upon the conversion of the principal amount of certain convertible debentures and Steelhead, on behalf of Steelhead Navigator, acquired control or direction over an additional 3,168,223 Class A Shares upon the conversion of the principal amount of certain convertible debentures. As a result of such conversions, Greywolf currently exercises control or direction over a total of 26,454,256 Class A Shares (27.1%) and Steelhead currently exercises control or direction over a total of 10,499,924 Class A Shares (10.8%).

Further information regarding the Company can be located at www.goldreserveinc.com, www.sec.gov, and www.sedar.com.

Gold Reserve Inc. Contact

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This release 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 Greywolf’s and Steelhead’s agreements to vote the Class A Shares over which they have control and direction over for the aforementioned nominees and any future changes to the Board. 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 the actual voting results at the Company’s upcoming Meeting and the ability of Steelhead and Greywolf to agree on a successor member of the Board.

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.

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.