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November 7, 2012

Melissa Campbell Duru
Special Counsel
United States Securities & Exchange Commission
Office of Mergers & Acquisitions
Washington, DC 20549-3628

**Gold Reserve Inc.
Schedule TO-I/A
Filed October 30, 2012
File No. 5-78278**

Dear Ms. Duru:

On behalf of our client, Gold Reserve Inc. (“Gold Reserve” or the “Company”), we are submitting this letter in response to the written comments of the staff (the “Staff”) of the Securities and Exchange Commission (the “Commission”) contained in your letter of November 5, 2012 relating to the above-referenced Schedule TO-I (the “Schedule TO”). To facilitate your review, we have repeated each of the comments in italics followed immediately by the response of Gold Reserve to that particular comment. Please note that capitalized terms used but not otherwise defined in this letter have the meanings ascribed to such terms in the Schedule TO.

Schedule TO-I/A

The Offer, page 20

1. *Refer to disclosure on page 22 and your response to prior comment 24. On page 22, you disclose the maximum additional consideration receivable would be approximately \$11,966.40. In your response, it appears that the maximum aggregate consideration would be approximately \$12,639. Please reconcile or advise.*

Gold Reserve is filing an amendment to its Schedule TO with a supplement to the Offer that discloses the correct number, \$12,639.

2. *We note your response to prior comment 18 and disclosure on page 23. We partially reissue comment 18. Supplementally provide the basis for the hypothetical estimates presented or revise to provide estimates for which support can be provided. For example, advise us of how the company derived the hypothetical estimates. Have similar arbitration proceedings been resolved? Advise us of the average size of the actual arbitration amounts awarded relative to the claim sought (i.e. what has the recovery rate been in recent years)? Advise us of the basis for the \$200 million valuation on the mining data.*

The Company has included in the Schedule TO a chart illustrating certain amounts that might be received by the Company with respect to an arbitration award, arbitration settlement, mining data sale or a related transaction.

The minimum value presented represents the management's estimate of the costs to independently duplicate the mining data, equipment and related assets and a sales price that management would consider if the Company were to receive an offer for such assets. The maximum value represents the current amount requested by the Company to be awarded by the arbitration tribunal.

The Company is disclosing that the amounts are not an indication of management's expectations with respect to future outcomes. Further, the Company discloses that there can be no assurances that the Company will receive any money or other consideration with respect to its arbitration proceeding or any sale of the Company's mining data, equipment and related assets.

3. *We were unable to locate the form of Contingent Value Right Certificate filed as an exhibit to the Schedule TO. Please advise.*

The form of CVR is attached as Exhibit C to the Second Amended and Restated Subordinated Note Restructuring Agreement, which itself was filed as an exhibit to the Form 6-K filed by Gold Reserve on September 18, 2012. The Company has added disclosure to the Offer in the supplement.

10. Additional Information, page 38

4. *You attempt to incorporate by reference any future documents filed from the date of the offer until it is completed. However, Schedule TO does not permit such "forward" incorporation by reference. Please confirm your understanding and clarify your disclosure accordingly.*

The Company confirms that it understands that Schedule TO does not permit "forward" incorporation by reference and has revised its disclosure of additional information in the supplement.

5. *Please amend Schedule TO to specifically incorporate by reference the most recent periodic reports filed.*
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The Company has revised its disclosure regarding its most recent periodic reports and included updated information in the supplement.

14. Certain U. S. Securities Law Considerations, page 39

6. *We note your response to prior comment 21 and disclosure stating that the CVRs will be certificated. It would appear that the CVRs are also transferable based on disclosure in your risk factor section that holders may experience difficulty reselling the CVR. As such, it would appear that the CVRs are securities within the meaning of Section 2(a)(1) of the Securities Act of 1933. In this section, please also clarify the treatment (i.e. the exemption from registration) upon which you are relying with respect to the offer of CVRs and whether a registration statement will be filed with respect to the resale of the CVRs.*

The Company is relying on Section 3(a)(9) of the Securities Act of 1933, as amended, to exempt the Offer from the registration requirements of the Securities Act. The Company is the issuer of the outstanding Notes and will be issuing the securities to the Holders that tender their Notes. The Company has no contract, arrangement or understanding relating to the payment of, and will not, directly or indirectly, pay, any commission or other remuneration to any broker, dealer, salesperson, agent or other person for soliciting tenders in the offer. In addition, neither any financial advisor nor any broker, dealer, salesperson, agent or other person is engaged or authorized to solicit tenders in the Offer or to express any statement, opinion, recommendation or judgment with respect to the relative merits and risks of the Offer. Gold Reserve's officers, directors and employees may solicit tenders from holders of the Notes and will answer inquiries concerning the Notes, but they will not receive additional compensation for soliciting tenders or answering any such inquiries.

The terms of the CVR include a provision that the holder of a CVR shall be permitted to transfer some or all of the CVR subject to compliance with any applicable securities laws. In the event of any transfer of the CVR, the Holder must deliver to the Company an opinion of counsel regarding the compliance of such transfer with applicable securities laws in a form reasonably acceptable to the Company. The Company has not concluded whether it will file a registration statement with respect to the resale of the CVRs.

In addition, we had the opportunity to discuss questions of the Staff regarding the pro forma financial statements in the Offer. As a result of those discussions, Gold Reserve is removing the references to assumed transaction consummation dates, clarifying the headings to certain tables in its pro forma financial statements and conforming the interest adjustment columns for the year ended December 31, 2011 to the two column approach used for the six months ended June 30, 2012.

If you have any questions or comments, please contact me at 214 978 3028.

Regards,

Baker & McKenzie LLP

/S/ ALBERT G. MCGRATH, JR.

Albert G. McGrath, Jr.