

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-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
(Address of principal executive offices)

99201
(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.

Securities to be registered pursuant to Section 12(b) 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 SMALLCAP SYSTEM
THE TORONTO STOCK EXCHANGE

RIGHTS TO PURCHASE CLASS A COMMON SHARES

NASDAQ SMALLCAP SYSTEM
THE TORONTO STOCK EXCHANGE

Securities to be registered pursuant to Section 12(g) of the Act: NONE

Item 1. Description of Registrant's Securities to be Registered.

The information under the caption "Description of Securities and Comparison of Rights of Shareholders" set forth in Post-Effective Amendment No. 1 to the Registration Statement on Form S-4 (Registration No. 333-68061) of Gold Reserve Inc. (the "Company") filed with the Securities and Exchange Commission on November 30, 1998 is incorporated herein by reference.

Item 2. Exhibits.

| Exhibit No. ----- | Description of Exhibit ----- |
|----------------------|---|
| 1. | Restated Articles of Incorporation of the Company (incorporated by reference from Exhibit 3.1 to the Company's Registration Statement on Form S-4, Registration No. 333-68061). |
| 2. | Bylaws of the Company (incorporated by reference from Exhibit 3.2 to the Company's Registration Statement on Form S-4, Registration No. 333-68061). |
| 3. | Shareholder Rights Plan Agreement of the Company (incorporated by reference from Exhibit 4.3 to the Company's Registration Statement on Form S-4, Registration No. 333-68061). |

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: December 1, 1998

By: /s/ Robert A. McGuinness

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