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GOLD RESERVE INC

Form 6-K

May 10, 2006

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934

For the month of May 2006

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 offices)

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 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): 82-_____

Filed with this Form 6-K is the following, which is incorporated herein by reference:

99.1 Material Change Report on Form 51-102F3 dated May 10, 2006

Certain statements included herein, including those that express management's expectations or estimates of our future performance or concerning the Brisas Project, constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are necessarily based upon a 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 financial results, performance, or achievements of Gold Reserve Inc. to be materially different from our estimated future results, performance, or achievements expressed or implied by those forward-looking statements. Numerous factors could cause actual results to differ materially from those in the forward-looking statements, including without limitation, concentration of operations and assets in Venezuela; corruption and uncertain legal enforcement; requests for improper payments; regulatory, political and economic risks associated with Venezuelan operations (including changes in previously established legal regimes, rules or processes); the ability to

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obtain or maintain the necessary permits or additional funding for the development of the Brisas Project; in the event any key findings or assumptions previously determined by us or our experts in conjunction with our 2005 bankable feasibility study (as updated or modified from time to time) significantly differ or change as a result of actual results in our expected construction and production at the Brisas Project (including capital and operating cost estimates); risk that actual mineral reserves may vary considerably from estimates presently made; impact of currency, metal prices and metal production volatility; fluctuations in energy prices; changes in proposed development plans (including technology used); our dependence upon the abilities and continued participation of certain key employees; and risks normally incident to the operation and development of mining properties. This list is not exhaustive of the factors that may affect any of the Company'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 the Company or persons acting on its behalf are expressly qualified in their entirety by this notice. The Company disclaims any intent or obligation to update publicly these forward-looking statements, whether as a result of new information, future events or otherwise.

SIGNATURES

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.

Gold Reserve Inc.
(Registrant)

Date: May 10, 2006
By: s/ Robert A. McGuinness
Name: Robert A. McGuinness
Title: Vice President - Finance & CFO

EXHIBIT INDEX

99.1 Material Change Report on Form 51-102F3 dated May 10, 2006

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 - Name and Address of Company:

Gold Reserve Inc.
926 W. Sprague Ave. Suite 200
Spokane, Washington 99201 U.S.A.

Item 2 - Date of Material Change:

May 2, 2006

Item 3 - News Releases:

Two news releases were issued in Toronto, Ontario through Canada Newswire on May 2nd and 3rd, 2006. Copies of the news releases originally filed on SEDAR May 2nd and 3rd, 2006 are attached as Schedule "A".

Item 4 - Summary of Material Change:

Gold Reserve Inc. (TSX:GRZ - AMEX:GRZ) announced that it has entered into an underwriting agreement with a syndicate of

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underwriters comprised of Sprott Securities Inc. and RBC Capital Markets and their affiliates in the U.S., as co-leads, pursuant to which the underwriters have agreed to purchase 3,335,000 Class A common shares of Gold Reserve at a price of Cdn.\$9.00 per share, representing aggregate gross proceeds to Gold Reserve of Cdn.\$30,015,000. The closing of the offering is expected to occur on or about May 15, 2006.

Item 5 - Full Description of Material Change:
See attached new releases.

Item 6 - Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:
Not applicable.

Item 7 - Omitted Information:
Not applicable

Item 8 - Executive Officer:
Executive officer of the Corporation who is knowledgeable about the material change:
A. Douglas Belanger President (509) 623-1500

Item 9 - Date of Report:
May 10, 2006.

NR-06-06

GOLD RESERVE INC. ANNOUNCES CDN\$30 MILLION OFFERING

May 3, 2006 - Gold Reserve Inc. (TSX:GRZ - AMEX:GRZ) announced today that it has entered into an underwriting agreement with a syndicate of underwriters comprised of Sprott Securities Inc. and RBC Capital Markets and their affiliates in the U.S., as co-leads, pursuant to which the underwriters have agreed to purchase 3,335,000 Class A common shares of Gold Reserve at a price of Cdn.\$9.00 per share, representing aggregate gross proceeds to Gold Reserve of Cdn.\$30,015,000. The closing of the offering is expected to occur on or about May 15, 2006.

The net proceeds from the offering will be used primarily to fund ongoing development of the Brisas Project, to fund the Company's initial obligations under the Engineering Procurement and Construction Management contracts with SNC-Lavalin Engineers & Constructors, Inc., and, to a lesser extent to fund ongoing exploration of the Choco 5 project.

Gold Reserve has also agreed to grant the underwriters an over-allotment option, exercisable at any time, in whole or in part, for a period of 30 days following the closing of the offering, to purchase up to an additional 500,250 shares at a price of Cdn.\$9.00 per share. If the underwriters fully exercise the over-allotment option, Gold Reserve will receive additional gross proceeds of approximately Cdn.\$4,500,000.

A preliminary short form prospectus relating to these securities has been filed with each of the provincial securities regulatory authorities in Canada, except Quebec, and a registration statement under the U.S.-Canada multi-jurisdictional disclosure system has been filed with the U.S. Securities and Exchange Commission, but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or province in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or province. No

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offer to buy the securities can be accepted and no part of the purchase price can be received until the registration statement has become effective, and any such offer may be withdrawn or revoked, without obligation or commitment of any kind, at any time prior to notice of its acceptance given after the effective date.

Once filed and receipted, a copy of the amended and restated short form preliminary prospectus may be obtained from Sprott Securities Inc. - in Canada, call (416) 943-6405; in the U.S., call 1-800-461-2275 or RBC Capital Markets - in Canada, call (416) 842-5345; in the U.S., RBC Capital Markets Corporation, Attention: Prospectus Department, One Liberty Plaza, 165 Broadway, New York, New York, 10006, U.S.A. (fax requests - 212-428-6260).

About Gold Reserve Inc.

Gold Reserve Inc. is a Canadian company, which holds the rights to the Brisas gold/copper project and the Choco 5 gold exploration property in Bolivar State, Venezuela.

Forward-Looking Statements

Certain statements included herein, including those that express management's expectations or estimates of our future performance or concerning the Brisas Project, constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are necessarily based upon a 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 financial results, performance, or achievements of Gold Reserve Inc. to be materially different from our estimated future results, performance, or achievements expressed or implied by those forward-looking statements. Numerous factors could cause actual results to differ materially from those in the forward-looking statements, including without limitation, concentration of operations and assets in Venezuela; corruption and uncertain legal enforcement; requests for improper payments; regulatory, political and economic risks associated with Venezuelan operations (including changes in previously established legal regimes, rules or processes); the ability to obtain or maintain the necessary permits or additional funding for the development of the Brisas Project; in the event any key findings or assumptions previously determined by us or our experts in conjunction with our 2005 bankable feasibility study (as updated or modified from time to time) significantly differ or change as a result of actual results in our expected construction and production at the Brisas Project (including capital and operating cost estimates); risk that actual mineral reserves may vary considerably from estimates presently made; impact of currency, metal prices and metal production volatility; fluctuations in energy prices; changes in proposed development plans (including technology used); our dependence upon the abilities and continued participation of certain key employees; and risks normally incident to the operation and development of mining properties. This list is not exhaustive of the factors that may affect any of the Company'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 the Company or persons acting on its behalf are expressly qualified in their entirety by this notice. The Company disclaims any intent or obligation to update publicly these forward-looking statements, whether as a result of new information, future events or otherwise.

FOR FURTHER INFORMATION:

A. Douglas Belanger, President
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Tel. (509) 623-1500

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Fax (509) 623-1634

NR 06-05

GOLD RESERVE INC. ANNOUNCES PUBLIC OFFERING

May 2, 2006 - Gold Reserve Inc. (TSX:GRZ - AMEX:GRZ) announced today that it has filed a preliminary short form prospectus with Canadian securities regulators and a related registration statement with the U.S. Securities and Exchange Commission under the U.S.-Canada multi-jurisdictional disclosure system relating to a proposed public offering of its Class A common shares.

Sprott Securities Inc. and RBC Capital Markets have been appointed joint book runners for the transaction. Although the size and pricing of the offering have not yet been determined, the Company expects to raise gross proceeds of approximately Cdn.\$30 million.

The net proceeds from the offering will be used primarily to fund ongoing development of the Brisas Project, to fund the Company's initial obligations under the Engineering Procurement and Construction Management contracts with SNC-Lavalin Engineers & Constructors, Inc., and, to a lesser extent to fund ongoing exploration of the Choco 5 project.

A preliminary short form prospectus relating to these securities has been filed with each of the provincial securities regulatory authorities in Canada, except Quebec, and a registration statement under the U.S.-Canada multi-jurisdictional disclosure system has been filed with the U.S. Securities and Exchange Commission, but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or province in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or province. No offer to buy the securities can be accepted and no part of the purchase price can be received until the registration statement has become effective, and any such offer may be withdrawn or revoked, without obligation or commitment of any kind, at any time prior to notice of its acceptance given after the effective date.

A copy of the preliminary short form prospectus may be obtained from Sprott Securities Inc. - in Canada, call (416) 943-6405; in the U.S., call 1-800-461-2275 or RBC Capital Markets - in Canada, call (416) 842-5345; in the U.S., RBC Capital Markets Corporation, Attention: Prospectus Department, One Liberty Plaza, 165 Broadway, New York, New York, 10006, U.S.A. (fax requests - 212-428-6260).

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