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GOLD RESERVE INC

Form 6-K

November 01, 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 October 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 Press Release

October 31, 2006

GOLD RESERVE ANNOUNCES PROPOSED AMENDMENTS TO UNLISTED WARRANTS

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

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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.

### 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: October 31, 2006  
By: s/ Robert A. McGuinness  
Name: Robert A. McGuinness  
Title: Vice President - Finance & CFO

### EXHIBIT INDEX

#### 99.1 Press Release

#### GOLD RESERVE ANNOUNCES PROPOSED AMENDMENTS TO UNLISTED WARRANTS

Gold Reserve Inc.

NR-06-12

#### GOLD RESERVE ANNOUNCES PROPOSED AMENDMENTS TO UNLISTED WARRANTS

October 31, 2006 - Gold Reserve Inc. (TSX:GRZ - AMEX:GRZ) announced today that it has received approval from the Toronto Stock Exchange to amend certain terms of the 2,680,500 unlisted warrants (the "Warrants") of Gold Reserve Inc. (the "Company") that were originally issued by the Company on November 4, 2004. Subject to the receipt of shareholder approval and the entering into a supplemental warrant indenture with the warrant agent, effective at 4:30 p.m. (Toronto time) on November 6, 2006, the expiry date of the Warrants will be extended to July 31, 2007 and the exercise price of the Warrants will be amended from Cdn\$6.50 to Cdn\$6.55.

As the Company will be seeking shareholder approval for the proposed

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amendments to the Warrants at the next annual meeting of shareholders anticipated to take place in the second quarter of next year, the Warrants will not be exercisable from 4:30 p.m. (Toronto time) on November 6, 2006 (the date and time of their original expiry) until the date and time shareholders of the Company authorize the proposed amendments to the Warrants. Should the approval of shareholders of the Company not be obtained, the proposed amendments to the Warrants will not be effective.

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.

### FOR FURTHER INFORMATION:

Internet - [www.goldreserveinc.com](http://www.goldreserveinc.com)

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