

GOLD RESERVE INC
Form SC 14D9/A
January 13, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 14D-9
SOLICITATION/RECOMMENDATION STATEMENT UNDER
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 5)**

GOLD RESERVE INC.
(Name of Subject Company)
GOLD RESERVE INC.
(Name of Person(s) Filing Statement)

**Class A Common Shares
Equity Units
Class A Common Share Purchase Rights**
(Title of Class of Securities)
38068N108 (Class A Common Shares)
(CUSIP Number of Class of Securities)

**Rockne J. Timm
Gold Reserve Inc.
926 West Sprague Ave.
Suite 200
Spokane, WA 99201
(509) 623-1500**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of
the Person(s) Filing Statement)
With Copies To:

**Charles L.K. Higgins
Fasken Martineau DuMolin LLP
Toronto Dominion Centre
66 Wellington St. W., #4200
Toronto, ON M5K 1N6
(416) 865-4392**

**Jonathan B. Newton
Baker & McKenzie LLP
Pennzoil Place, South Tower
711 Louisiana St., Suite 3400
Houston, TX 77002
(713) 427-5000**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 5 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed by Gold Reserve Inc. (Gold Reserve) with the Securities and Exchange Commission on December 30, 2008 (as amended, the Statement). The purpose of this amendment is to amend and supplement Item 9 Exhibits by adding a new exhibit (g)(2). Except as otherwise indicated, the information set forth in the Statement remains unchanged.

Item 9. Exhibits

Item 9 is hereby amended and supplemented by adding the following exhibit:

| Exhibit Number | Description |
|-------------------|---|
| (g)(2)* | Frequently Asked Questions for use by Laurel Hill Advisory Group, LLC |

* Filed herewith.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 13, 2009

GOLD RESERVE INC.

By: /s/ Robert A. McGuinness

Name: Robert A. McGuinness

Title: Vice President Finance & CFO