

Edgar Filing: GOLD RESERVE INC - Form 6-K

GOLD RESERVE INC

Form 6-K

October 29, 2004

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, 2004

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 Preliminary Short Form Prospectus
October 20, 2004

99.2 Short Form Prospectus
October 29, 2004

Forward Looking Statements

The information presented or incorporated by reference in this report contains both historical information and forward-looking statements (within the meaning of Section 27A of the United States Securities Act of 1933, as amended (the Securities Act), and Section 21E of the United States Securities Exchange Act of 1934, as amended (the Exchange Act)). These forward-looking statements involve risks and uncertainties, as well as assumptions that, if they never materialize, prove incorrect or materialize other than as currently contemplated, could cause the results of the Company and its consolidated subsidiaries to differ materially from those expressed or implied by such forward-looking statements.

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Numerous factors could cause actual results to differ materially from those in the forward-looking statements, including without limitation the risk that actual reserves may vary considerably from estimates presently made, the impact of currency, metal prices and metal production volatility, the concentration of operations and assets in Venezuela, the regulatory, political and economic risks associated with Venezuelan operations, our ability to obtain additional funding for future advancement of the Brisas property, our dependence upon the abilities and continued participation of certain key employees, and the risks normally incident to the operation and development of mining properties.

The words "believe," "anticipate," "expect," "intend," "estimate," "plan," "assume," "positioned," "may," "will," "could" and other similar expressions that are predictions of or indicate future events and future trends which do not relate to historical matters, identify forward-looking statements. Any such forward-looking statements are not intended to give any assurances as to future results.

Investors are cautioned not to put undue reliance on forward-looking statements, and should not infer that there has been no change in the affairs of the Company since the date of this report that would warrant any modification of any forward-looking statement made in this document, other documents filed periodically with securities regulators or documents presented on our Company website. 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.

Investors are urged to read the Company's filings with U.S. and Canadian regulatory agencies, which can be viewed on-line at www.sec.gov, www.sedar.com or at the Company's website, www.goldreserveinc.com. Additionally, you can request a copy directly from the Company.

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 29, 2004

By: Robert A. McGuinness
Title: Vice President - Finance & CFO

EXHIBIT INDEX

- | | |
|------|-------------------------------------------------------|
| 99.1 | Preliminary Short Form Prospectus
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Exhibit 99.1 Preliminary Short Form Prospectus

A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in each of the provinces of Canada except for Quebec but has not yet become final for the purposes of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.

This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. The securities offered hereby have not been, and will not be, registered under the United States Securities Act of 1933, as amended or any state securities laws, and, may not be offered, sold or delivered within the United States of America, its territories, its possessions and other areas subject to its jurisdiction. Any sales into the United States shall be permitted only to designated purchasers pursuant to an exemption from registration under the U.S. Securities Act of 1933, as amended and in the manner as agreed to by the Company and the Underwriters.

PRELIMINARY SHORT FORM PROSPECTUS

New Issue October 20, 2004

[LOGO]

\$20,020,000
3,575,000 Units

This short form prospectus qualifies the distribution of 3,575,000 ("Units") of Gold Reserve Inc. ("Gold Reserve" or the "Company") at a price of \$5.60 per Unit, each Unit consisting of one Class A Common Share in the capital of Gold Reserve ("Common Share") and one-half of a Common Share purchase warrant ("Warrant"), each whole Warrant entitling the holder thereof to acquire one Common Share of Gold Reserve at a price of \$6.50 per Common Share (the "Offering Price") for a period of 24 months following the closing date of this offering (the "Offering"). The outstanding Common Shares are listed for trading on the Toronto Stock Exchange (the "TSX") and the American Stock Exchange (the "AMEX") under the symbol "GRZ". On October 15, 2004, the last day of trading prior to the public announcement of the Offering, the closing sale price of the Common Shares on the TSX was \$6.00 and the closing sale price on the AMEX was US \$4.80. The Offering Price was determined by negotiation between Gold Reserve, and Orion Securities Inc., Sprott Securities Inc. and GMP Securities Ltd., as underwriters (collectively, the "Underwriters"). Gold Reserve has applied to list the Common Shares and the Warrants distributed under this prospectus and the Common Shares issuable upon exercise of the Warrants on the TSX. Application will be made to list the Common Shares and the Common Shares issuable upon exercise of the Warrants on AMEX. Listing will be subject to Gold Reserve fulfilling all of the listing requirements of the TSX and AMEX.

The Units offered hereby, if issued on the date hereof, would not be precluded as investments under certain statutes as set out under "Eligibility for Investment".

Price: \$5.60 per Unit

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	Price to the Public(1)	Underwriters Fee	Net Proceeds to Gold Reserve(2)
Per Unit	\$5.60	\$0.28	\$5.32
Total(3)	20,020,000	\$1,001,000	\$19,019,000

(1) The Company has allocated \$5.30 for the Common Share and \$0.30 for the one-half of one Warrant comprising each Unit.

(2) After deducting the commission payable to the Underwriters equal to 5% of the aggregate proceeds of the Offering (the "Underwriters' Fee"), but before deducting expenses of the Offering estimated to be \$