



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

August 12, 2014

Via E-mail

Mr. Paul N. Zyla

President

Xtra-Gold Resources Corp.

357 Bay Street, Suite 902

Toronto, ON, M5H 2T7

Canada

Re: Xtra-Gold Resources Corp.
Form 20-F for Fiscal Year Ended December 31, 2013
Filed March 31, 2014
File No. 333-139037

Dear Mr. Zyla:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Rufus Decker for

Tia L. Jenkins
Senior Assistant Chief Accountant
Office of Beverages, Apparel, and
Mining