

GOLD RESERVE INC
Form SC 13D/A
January 10, 2006

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

SCHEDULE 13D
(Amendment No. 3)

GOLD RESERVE INC.

(Name of Issuer)

CLASS A COMMON STOCK, NO PAR VALUE

(Title of Class of Securities)

38068N108

(CUSIP Number)

Leonard Chazen, Esq.

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Covington & Burling

1330 Avenue of the Americas

New York, New York 10019

(212) 841-1000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 10, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e) or 240.13d-1(f) or 240.13d-1(g), check the following box "

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See 240.13d-7 for other parties to whom copies are to be sent.

1 NAME OF REPORTING PERSON

Strongbow Capital, Ltd.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

None

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

Number of 7 SOLE VOTING POWER

Shares

Beneficially 0

Owned by 8 SHARED VOTING POWER

Each

Reporting 2,017,700

Person 9 SOLE DISPOSITIVE POWER

With

0

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10 SHARED DISPOSITIVE POWER

2,017,700

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,017,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.7%

14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON

Strongbow Capital Management, Ltd.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

None

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

Number of 7 SOLE VOTING POWER

Shares

Beneficially 0

Owned by 8 SHARED VOTING POWER

Each

Reporting 2,017,700

Person 9 SOLE DISPOSITIVE POWER

With

0

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10 SHARED DISPOSITIVE POWER

2,017,700

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,017,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.7%

14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON

Kappa Alpha Ltd.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

None

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Isle of Man

Number of 7 SOLE VOTING POWER

Shares

Beneficially 60,000

Owned by 8 SHARED VOTING POWER

Each

Reporting 0

Person 9 SOLE DISPOSITIVE POWER

With

60,000

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10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

60,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%

14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON

Sky Hill Limited

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

None

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Isle of Man

Number of 7 SOLE VOTING POWER

Shares

Beneficially 50,000

Owned by 8 SHARED VOTING POWER

Each

Reporting 0

Person 9 SOLE DISPOSITIVE POWER

With

50,000

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10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON

Raymond A.D. French

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Ireland

Number of 7 SOLE VOTING POWER

Shares

Beneficially 0

Owned by 8 SHARED VOTING POWER

Each

Reporting 2,017,700

Person 9 SOLE DISPOSITIVE POWER

With

0

10 SHARED DISPOSITIVE POWER

2,017,700

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,017,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.7%

14 TYPE OF REPORTING PERSON

IN

1 NAME OF REPORTING PERSON

Alys G.C. French

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Ireland

Number of 7 SOLE VOTING POWER

Shares

Beneficially 0

Owned by 8 SHARED VOTING POWER

Each

Reporting 25,875

Person 9 SOLE DISPOSITIVE POWER

With

0

10 SHARED DISPOSITIVE POWER

25,875

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,875

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON

IN

1 NAME OF REPORTING PERSON

Raymond J.R. French

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Ireland

Number of 7 SOLE VOTING POWER

Shares

Beneficially 0

Owned by 8 SHARED VOTING POWER

Each

Reporting 25,875

Person 9 SOLE DISPOSITIVE POWER

With

0

10 SHARED DISPOSITIVE POWER

25,875

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,875

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON

IN

This Amendment No. 3 to Schedule 13D (the "Schedule 13D") is filed on January 10, 2006 with the U.S. Securities and Exchange Commission (the "SEC") by Strongbow Capital, Ltd., Strongbow Capital Management, Ltd., Sky Hill Limited, Kappa Alpha Ltd., Raymond A.D. French, Raymond J.R. French and Alys G.C. French.

Item 1. Security and Issuer

This Amendment No. 3 to Schedule 13D is filed with respect to the Class A common stock no par value ("Common Stock") of Gold Reserve Inc., a Yukon Territory (Canada) corporation ("Gold Reserve" or the "Company"). The principal offices of Gold Reserve are located 926 West Sprague Avenue, Suite 200, Spokane, Washington 92201.

Item 2. Identity and Background

This Statement is filed on behalf of Strongbow Capital, Ltd., Strongbow Capital Management, Ltd., Sky Hill Limited, Kappa Alpha Ltd., Raymond A.D. French, Raymond J.R. French and Alys G.C. French, who are referred to as the "Filing Parties".

Items 2(a)-(c), (f)

I. Filing Parties

1. Strongbow Capital, Ltd. ("Strongbow") is a limited liability company organized under the laws of the Cayman Islands, British West Indies with its principal office and business at Queensgate House, South Church Street, P.O. Box 1234GT, Cayman Islands, British West Indies. Strongbow is an investor in equity securities, and it is managed by its Board of Directors.

2. Strongbow Capital Management, Ltd. ("SCM") is a limited liability company organized under the laws of the Cayman Islands, British West Indies with its principal office and business at Queensgate House, South Church Street, P.O. Box 1234GT, Cayman Islands, British West Indies. SCM acts as an investment manager to Strongbow. SCM is the sole owner of the voting shares of Strongbow and is the controlling entity of Strongbow.

3. Kappa Alpha Ltd. ("Kappa") is a corporation organized under the laws of the Isle of Man with its principal office and business at International House, Victoria Road, Douglas, Isle of Man IM2 4RB. Kappa is an investment company specializing in undervalued shares.

4. Sky Hill Limited ("Sky Hill") is a corporation organized under the laws of the Isle of Man with its principal office and business at Ballacoyne, Cammell, Kirk Michael, Isle of Man IM6 1AU.

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5. Raymond A.D. French is a citizen of the Republic of Ireland whose address is Delaporte Point TH3, Box CB 13016, Nassau, Bahamas. Mr. French is a company director and is the controlling person of SCM. Mr. French's email address is: rayfrench@strongbow-capital.com.

6. Raymond J.R. French is a citizen of the Republic of Ireland whose occupation is company director. His address is Ballacoyne, Cammall, Kirk Michael, Isle of Man IM6 1AU.

7. Alys G. C. French is a citizen of the Republic of Ireland whose occupation is homemaker. Her address is Ballacoyne, Cammall, Kirk Michael, Isle of Man IM6 1AU.

II. Executive Officers and Directors.

Strongbow has no executive officers. The names, present principal occupations and business addresses of the directors of Strongbow are set forth below.

<u>Name</u>	<u>Occupation</u>	<u>Address</u>	<u>Citizenship</u>
Raymond A.D.	Company Director	Delaporte Point TH3	Republic of Ireland
French		Box CB13016	
		Nassau	
		Bahamas	
Raymond J.R.	Company Director	Ballacoyne	Republic of Ireland
French		Cammall	
		Kirk Michael	
		Isle Of Man IM6 1AU	

SCM has no executive officers. The names, present principal occupations and business addresses of the directors of SCM are set forth below.

<u>Name</u>	<u>Occupation</u>	<u>Address</u>	<u>Citizenship</u>
Raymond A.D.	Company Director	Delaporte Point TH3	Republic of Ireland
French		Box CB13016	
		Nassau	
		Bahamas.	
Raymond J.R.	Company Director	Ballacoyne	Republic of Ireland
French		Cammall	
		Kirk Michael	
		Isle Of Man IM6 1AU	

Sky Hill has no executive officers. The names, present principal occupations and business addresses of the directors of Sky Hill are set forth below.

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<u>Name</u>	<u>Occupation</u>	<u>Address</u>	<u>Citizenship</u>
Raymond J.R.	Company Director	Ballacoyne, Cammall Kirk Michael Isle Of Man IM6 1AU	Republic of Ireland
Alys G. C.	Homemaker	Ballacoyne, Cammall Kirk Michael Isle Of Man IM6 1AU	Republic of Ireland

Kappa has no executive officers. The names, present principal occupations and business addresses of the directors of Kappa are set forth below.

<u>Name</u>	<u>Occupation</u>	<u>Address</u>	<u>Citizenship</u>
Raymond J.R.	Company Director	Ballacoyne	Republic of Ireland
French		Cammall	
		Kirk Michael	
Elaine Higgins	Company Director	Isle Of Man IM6 1AU International House Victoria Road Douglas Isle of Man IM2 4RB	