

CAPITAL GOLD CORP  
Form 8-K/A  
April 03, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K/A

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) March 31, 2009

Capital Gold Corporation

(Exact name of Registrant as specified in its charter)

|                                                                                  |                                     |                                                       |
|----------------------------------------------------------------------------------|-------------------------------------|-------------------------------------------------------|
| Delaware<br>(State or other jurisdiction of<br>incorporation or<br>organization) | 0-13078<br>(Commission File Number) | 13-3180530<br>(I.R.S. Employer<br>Identification No.) |
|----------------------------------------------------------------------------------|-------------------------------------|-------------------------------------------------------|

|                                                                                    |                     |
|------------------------------------------------------------------------------------|---------------------|
| 76 Beaver Street<br>New York, New York<br>(Address of principal executive offices) | 10005<br>(Zip Code) |
|------------------------------------------------------------------------------------|---------------------|

|                                                        |                |
|--------------------------------------------------------|----------------|
| Registrant's telephone number, including<br>area code: | (212) 344-2785 |
|--------------------------------------------------------|----------------|

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant

under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

On March 31, 2009, Capital Gold Corporation (the "Company") issued a press release announcing that the Letter of Intent with Gammon Gold, Inc., previously announced on March 12, 2009, was allowed to expire and that further negotiations will not take place. This press release was inadvertently omitted from the Current Report on Form 8-K filed April 1, 2009.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information furnished in this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibits

|      |                                                                       |
|------|-----------------------------------------------------------------------|
| 99.1 | Press release issued by Capital Gold Corporation dated March 31, 2009 |
|------|-----------------------------------------------------------------------|

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 hereunto duly authorized.

CAPITAL GOLD CORPORATION

April 3, 2009

By: /s/ Christopher Chipman  
Christopher Chipman  
Chief Financial Officer