

CAPITAL GOLD CORP  
Form 8-K/A  
March 22, 2010

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report: January 25, 2010

CAPITAL GOLD CORPORATION  
(Exact name of registrant as specified in Charter)

Delaware  
(State of other Jurisdiction of  
incorporation)

0-13078  
(Commission file no.)

13-3180530  
(IRS employer identification no.)

76 Beaver Street, 14th Floor  
New York, New York  
(Address of principal executive offices)

10005  
(Zip Code)

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

N/A

(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))

Explanatory Note: Capital Gold Corporation (the “Company”) is filing this Form 8-K/A to amend the Company’s Current Report on Form 8-K, originally filed with the Securities and Exchange Commission on February 1, 2010. The purpose of the amendment is to remove confidential treatment from Exhibit 1.1.

Item 9.01. Financial Statements and Exhibits

- (d) Exhibits
- 1.1 Collateral Agreement dated January as of 25, 2010.

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

/s/ Gifford Dieterle  
Name: Gifford Dietele  
Title: Chief Executive Officer and Treasurer

Dated: March 22, 2010

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