

GOLD RESERVE INC
Form SC 13G/A
December 02, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Gold Reserve Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

38068N108
(CUSIP Number)

July 1, 2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Persons.	STEELHEAD PARTNERS, LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)		(a) £
			(b) £
3.	SEC Use Only		
4.	Citizenship or Place of Organization	Delaware	
	5.	Sole Voting Power	7,251,673
	6.	Shared Voting Power	0
	7.	Sole Dispositive Power	7,251,673
	8.	Shared Dispositive Power	0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	7,251,673	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		£
11.	Percent of Class Represented by Amount in Row (9)	13.1%	
12.	Type of Reporting Person (See Instructions)		IA

1.	Names of Reporting Persons.	JAMES MICHAEL JOHNSTON	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)		(a) £
			(b) £
3.	SEC Use Only		
4.	Citizenship or Place of Organization	United States	
	5.	Sole Voting Power	0
NUMBER OF	6.	Shared Voting Power	7,251,673
SHARES	7.	Sole Dispositive Power	0
BENEFICIALLY	8.	Shared Dispositive Power	7,251,673
OWNED BY EACH			
REPORTING	9.	Aggregate Amount Beneficially Owned by Each Reporting Person	7,251,673
PERSON WITH	10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	£
	11.	Percent of Class Represented by Amount in Row (9)	13.1%
	12.	Type of Reporting Person (See Instructions)	IN/HC

1.	Names of Reporting Persons.	BRIAN KATZ KLEIN	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	(a)	£
		(b)	£
3.	SEC Use Only		
4.	Citizenship or Place of Organization	United States	
	5.	Sole Voting Power	0
NUMBER OF	6.	Shared Voting Power	7,251,673
SHARES	7.	Sole Dispositive Power	0
BENEFICIALLY	8.	Shared Dispositive Power	7,251,673
OWNED BY EACH			
REPORTING	9.	Aggregate Amount Beneficially Owned by Each Reporting Person	7,251,673
PERSON WITH	10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	£
	11.	Percent of Class Represented by Amount in Row (9)	13.1%
	12.	Type of Reporting Person (See Instructions)	IN/HC

1.	Names of Reporting Persons.	STEELHEAD NAVIGATOR MASTER, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)		(a) £
			(b) £
3.	SEC Use Only		
4.	Citizenship or Place of Organization		Bermuda
	5.	Sole Voting Power	7,251,673
NUMBER OF	6.	Shared Voting Power	0
SHARES	7.	Sole Dispositive Power	7,251,673
BENEFICIALLY	8.	Shared Dispositive Power	0
OWNED BY EACH			
REPORTING			
PERSON WITH			
9.	Aggregate Amount Beneficially Owned by Each Reporting Person		7,251,673
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		£
11.	Percent of Class Represented by Amount in Row (9)		13.1%
12.	Type of Reporting Person (See Instructions)		PN

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Item 1(a). Name of Issuer:

Gold Reserve Inc.

Item 1(b). Address of Issuer's Principal Executive Office:

926 West Sprague Avenue, Suite 200
Spokane, WA 99201

Item 2(a). Name of Person Filing:

Steelhead Partners, LLC ("Steelhead")
James Michael Johnston
Brian Katz Klein
Steelhead Navigator Master, L.P. ("Navigator")

Item 2(b). Address of Principal Business office or, if none, Residence:

The business address of each reporting person is 1301 First Avenue, Suite 201, Seattle, WA 98101.

Item 2(c). Citizenship:

Reference is made to Item 4 of pages 2, 3, 4 and 5 of this Schedule 13G (this "Schedule"), which Items are incorporated by reference herein.

Item 2(d). Title of Class of securities:

Class A Common Stock

Item 2(e). CUSIP Number:

38068N108

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

- T (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- £ (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- T (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- £ (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- £ (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- £ (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

Reference is hereby made to Items 5-9 and 11 of pages 2, 3, 4 and 5 of this Schedule, which Items are incorporated by reference herein.

Steelhead, as Navigator's investment manager and the sole member of Navigator's general partner and J. Michael Johnston and Brian K. Klein, as the member-managers of Steelhead, may be deemed to beneficially own the securities owned by Navigator insofar as they may be deemed to have the power to direct the voting or disposition of such securities.

Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that any of Steelhead, Mr. Johnston or Mr. Klein is, for any purpose, the beneficial owner of any of the securities to which this Schedule relates (the "Securities"), and Steelhead, Mr. Johnston and Mr. Klein disclaim beneficial ownership as to the Securities, except to the extent of their respective pecuniary interests therein.

Under the definition of "beneficial ownership" in Rule 13d-3 under the Securities Exchange Act of 1934, it is also possible that the individual general partners, executive officers, and members of the foregoing entities might be deemed the "beneficial owners" of some or all of the Securities insofar as they may be deemed to share the power to direct the voting or disposition of such Securities. Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that any of such individuals is, for any purpose, the beneficial owner of any of the Securities, and such beneficial ownership is expressly disclaimed.

The calculation of percentage of beneficial ownership in item 11 of pages 2, 3, 4 and 5 was derived from the Issuer's Form 40-F filed with the Securities and Exchange Commission on March 31, 2008, in which the Issuer stated that the number of shares of its Class A Common Shares outstanding as of March 28, 2008 was 55,230,253.

Item 5. Ownership of Five Percent or Less of a Class:

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not Applicable.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

(1) Amount does not include participant
loan repayments

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BCB Community Bank 401(k) Plan
 Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)
 EIN: 22-3760320 Plan Number: 001
 December 31, 2017

(a) Identity of Issue	(b) Description of Investment	(c) Cost	(d) Current Value	(e)
*	Common stock fund	BCB Bancorp, Inc. common stock	N/A	\$ 1,378,018
*	Pooled separate account	Vanguard Mid Cap Index	N/A	24,704
*	Pooled separate account	Vanguard Small- Cap Index	N/A	104,601
*	Pooled separate account	American Funds EuroPacific	N/A	98,723
*	Pooled separate account	American Funds Growth Fund	N/A	677,989
*	Pooled separate account	American Funds New Perspective	N/A	54,090
*	Pooled separate account	American Funds Cap income Bld	N/A	85,860
*	Pooled separate account	DFA US Targeted VI Port Ins	N/A	130,643
*	Pooled separate account	Pimco Real Return	N/A	74,606
*	Pooled separate account	Voya Index Solution 2035	N/A	134,297
*	Pooled separate account	Voya Index Solution 2040	N/A	250,972
*	Pooled separate account	Voya Index Solution Inc	N/A	126,604
*	Pooled separate account	JP Morgan Equity Income	N/A	545,728
*	Pooled separate account	Nueberg Berm MdCap Grw Fund	N/A	280,146
*		Legg Mason BW Gl Op Bond	N/A	60,806

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	Pooled separate account			
*	Pooled separate account	Voya Intermediate Bond Fund	N/A	181,580
*	Pooled separate account	Prudential High Yield Fund	N/A	79,501
*	Pooled separate account	Victory Sycmr Est VI Fd	N/A	99,838
*	Pooled separate account	Vanguard Em Mkts Stk Ind Fd Adm	N/A	41,594
*	Pooled separate account	Voya Corp Ld 100 Fd	N/A	702,483
*	Pooled separate account	Voya Index Solution 2020	N/A	115,057
*	Pooled separate account	Vanguard Total Intl Stk Index	N/A	29,948
*	Pooled separate account	CIBrG Aggr Growth Fund	N/A	51,692
*	Pooled separate account	Vanguard Totl Stck Mkt Index Fd Adm	N/A	40,244
*	Pooled separate account	American Funds Wash Mtual	N/A	22,493
*	Pooled separate account	Voya Index Solution 2045	N/A	26,383
*	Pooled separate account	Voya Index Solution 2050	N/A	13,470
*	Pooled separate account	Voya Index Solution 2055	N/A	21,192
*	Pooled separate account	Voya Index Solution 2060	N/A	1269
*	Pooled separate account	Eagle Small Cap Growth Fund	N/A	23,090
*	Pooled separate account	Voya Global Real Estate Fund	N/A	2,949

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* Pooled separate account	Loomis Sayles Bond Fund	N/A	5,869
* Pooled separate account	Voya Govt Money Mkt Fnd A	N/A	621
* Pooled separate account	Pimco Commodity Rl Rtn	N/A	683
* Pooled separate account	Voya Index Solution 2025	N/A	231,654
* Pooled separate account	Voya Index Solution 2030	N/A	205,481
* Pooled separate account	Vanguard Balanced Index Fnd Adm	N/A	726,184
* Guaranteed Annuity Contract	Voya Fixed Account	N/A	1,253,622
* Participant Loans	Participant loans 3.25% to 4.25%	\$0	217,813
	Total		\$ 8,122,497

* A party-in-interest as defined by ERISA.
 N/A Participant directed not required

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

BCB Community Bank 401(k) Plan

Date: June 27, 2018 By: /s/ Thomas P. Keating
Name: Thomas P. Keating
Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit

Number Description

23 Consent of Baker Tilly Virchow Krause, LLP Independent Registered Public Accounting Firm