

CAPITAL GOLD CORP  
Form 8-K  
February 26, 2007

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported)  
February 21, 2007

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

Delaware  
(state or other juris-  
diction of incorporation)

0-13078  
(Commission  
File Number)

13-3180530  
(I.R.S. Employer  
Identification No.)

76 Beaver Street, New York, NY  
(Address of principal executive offices)

10005  
(Zip Code)

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

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(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))
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**Section 5 - Corporate Governance and Management****Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 21, 2007, our Board of Directors increased its number of members, as permitted by our by-laws, from eight to nine members and appointed John Brownlie, our Chief Operating Officer, a director to fill this ninth spot on the Board and to serve in such capacity until his successor is elected. In addition, the eight existing members of our Board were reelected at our Annual Meeting of Stockholders. Please see Section 8 below.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 26, 2007, we amended our Certificate of Incorporation to increase the authorized number of shares of our common stock from 200,000,000 shares to 250,000,000 shares. This amendment was approved by our stockholders at the Annual Meeting of Stockholders. Please see Section 8 below.

**Section 8 - Other Events****Item 8.01 Other Events.**

At our Annual Meeting of Stockholders on February 21, 2007, stockholders approved the following:

1. The following eight persons as directors:

| <u>Nominees</u>      | Votes in Favor<br>of Nominee | Votes Withheld<br>for Nominee |
|----------------------|------------------------------|-------------------------------|
| Gifford A. Dieterle  | 86,592,223                   | 288,130                       |
| Jack V. Everett      | 84,246,082                   | 2,634,271                     |
| Roger A. Newell      | 86,623,059                   | 257,294                       |
| Jeffrey W. Pritchard | 86,637,559                   | 242,794                       |
| Robert Roningen      | 84,058,271                   | 2,822,082                     |
| Ian A. Shaw          | 86,269,310                   | 611,043                       |
| John Postle          | 86,668,809                   | 211,544                       |
| Mark T. Nesbitt      | 86,645,309                   | 235,044                       |

2. Ratification of the selection of Wolinetz, Lafazan & Company, P.C., as our independent auditors for the year ending July 31, 2007:

For: 86,570,147                      Against: 121,156                      Abstain: 189,000                      Broker Non-Votes: 0

3. Amendment of our Certificate of Incorporation to increase the authorized number of shares of common stock from 200,000,000 shares to 250,000,000 shares:

For: 82,251,675                      Against: 4,171,573                      Abstain: 457,105                      Broker Non-Votes: 0

4. Ratification of the Capital Gold Corporation 2006 Equity Incentive Plan:

For: 57,301,038                      Against: 1,644,129                      Abstain: 1,582,360                      Broker Non-Votes:  
26,352,826

5. Ratification and approval of the issuance of certain outstanding options that require stockholder approval pursuant to the rules of the Toronto Stock Exchange:

For: 57,767,553                      Against: 1,443,285                      Abstain: 1,316,689                      Broker Non-Votes:  
26,352,826

The proposal to amend our certificate of incorporation in authorize 1,000,000 shares of preferred stock did not pass. It received the following votes:

For: 39,669,664                      Against: 19,124,679                      Abstain: 1,733,134                      Broker Non-Votes:  
26,352,826

Total shares voted at the meeting: 86,880,353 out of 134,085,854 eligible to vote.

#### 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

February 26, 2007

By: s/Christopher M. Chipman

Christopher M. Chipman, Chief Financial Officer