

# SECURITIES AND EXCHANGE COMMISSION

## FORM 6-K

Current report of foreign issuer pursuant to Rules 13a-16 and 15d-16 Amendments

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### FILER

#### ROCHESTER RESOURCES LTD

CIK: **1099957** | IRS No.: **000000000** | Fiscal Year End: **0531**  
Type: **6-K** | Act: **34** | File No.: **000-30390** | Film No.: **06511764**  
SIC: **1311** Crude petroleum & natural gas

#### Mailing Address

1090 W GEORGIA ST #1305  
VANCOUVER  
BC V6E 3V7 A1 00000

#### Business Address

1090 WEST GEORGIA  
STREET #1305  
VANCOUVER  
BC V6E 3V7 A1 00000  
6046859316

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934

For the month of DECEMBER, 2005.

Commission File Number: 0-30390

ROCHESTER RESOURCES LTD

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(Translation of registrant's name into English)

#1305 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7, Canada  
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(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports  
under cover of Form 20-F or Form 40-F: FORM 20-F  FORM 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as  
permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as  
permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

Indicate by check mark whether the registrant by furnishing the information  
contained in this Form, is also thereby furnishing the information to the  
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.  
YES  NO

If "Yes" is marked, indicate below the file number assigned to the registrant in  
connection with Rule 12g3-2(b): 82-\_\_\_\_\_

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 of the  
undersigned, thereunto duly authorized.

ROCHESTER RESOURCES LTD

Date: December 21, 2005

/s/ Douglas Good

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Doug Good,  
President

ROCHESTER RESOURCES LTD.

Suite 400 - 535 Howe Street, Vancouver, British Columbia, V6C 2Z4

Phone: (604) 484-6614 Fax: (604) 688-3348

TSX Venture: RCT OTCBB: RCTFF

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NEWS RELEASE

DECEMBER 21, 2005

PRIVATE PLACEMENT

VANCOUVER, CANADA - ROCHESTER RESOURCES LTD. (TSXV: RCT AND OTCBB: RCTFF) The Board of Directors is pleased to announce that further to a price reservation form filed November 22, 2005, the Company has arranged a financing of 1.4 million units, at \$0.50 per unit, with each unit consisting of one share and a half warrant. Each whole warrant will be exercisable at \$0.65 for a term of two years and will contain a forced conversion provision which comes into effect once the shares trade in excess of \$1.00 per share for 10 consecutive trading days. A finders fee of 10% in cash will be paid to non-registrants on a portion of this financing. The foregoing is subject to regulatory approval.

Rochester Resources Ltd., incorporated in British Columbia, Canada, trades on the TSX Venture Exchange under the symbol "RCT", and on the OTCBB under symbol "RCTFF".

ON BEHALF OF THE BOARD

INVESTOR INFORMATION CONTACT:

/s/ DOUGLAS F. GOOD

Douglas F. Good

Tel: (604) 484-6614

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Douglas F. Good, President & CEO

FORWARD LOOKING STATEMENTS

This Company Press Release contains certain "forward-looking" statements and information relating to the Company that are based on the beliefs of the Company's management as well as assumptions made by and information currently available to the Company's management. Such statements reflect the current risks, uncertainties and assumptions related to certain factors including,

without limitations, competitive factors, general economic conditions, customer relations, relationships with vendors and strategic partners, the interest rate environment, governmental regulation and supervision, seasonality, technological change, changes in industry practices, and one-time events. Should any one or more of these risks or uncertainties materialize, or should any underlying assumptions prove incorrect, actual results may vary materially from those described herein.

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or the accuracy of this release.