

UR-ENERGY INC
Form 4/A
February 11, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOPLERUD PENNE A

(Last) (First) (Middle)
10758 WEST CENTENNIAL ROAD, SUITE 200
(Street)

LITTLETON, CO 80127

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UR-ENERGY INC [URG]

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
12/15/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Gen. Counsel & Corp. Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------------------------------------|------------------------------|------------------|------------|------------------------------------------------------|------|---|-----|-----|------------------|-----------------|---------------|----------------------------|
| Common share options (right to buy) | \$ 0.8879 (1) | 12/12/2014 | A | 63,606 (5) | | | | | (2) | 12/12/2019 | Common shares | 63,606 |
| Restricted share units (exchange for common stock) | (3) | 12/12/2014 | A | 15,902 (5) | | | | | (4) | (4) | Common shares | 15,902 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOPLERUD PENNE A 10758 WEST CENTENNIAL ROAD, SUITE 200 LITTLETON, CO 80127 | | | Gen. Counsel & Corp. Secretary | |

Signatures

/s/ L. Charles Laursen, L Charles Laursen pursuant to Power of Attorney
 02/10/2015
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The options were originally priced at \$0.96 Canadian dollars which was based on the closing price at the incorrect date. The exercise price should have been based on the TSX closing price on 12/11/14 which was \$1.02 Canadian dollars. The grant has been amended and restated at the correct price. This is the U.S. dollar equivalent of the amended and restated purchase price pursuant to the exchange rate as of the transaction date (Cdn\$ 1.00 = US\$0.8705) as reported by OANDA Corporation on its website, www.oanda.com
- (2) Options vest from this grant and become exercisable as follows: 6,361 on December 12, 2014; 13,993 on April 28, 2015; 13,993 on September 12, 2015; 13,993 on January 27, 2016 and 15,266 on June 11, 2016.
- (3) Each unit is redeemable upon vesting for one common share
- (4) Units vest and become redeemable as follows: 7,951 on December 12, 2015 and 7,951 on December 12, 2016.
- (5) The options and RSUs were coded correctly in column 4, but should have been shown in column 5(A) instead of 5(D).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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