

UR-ENERGY INC
Form 4
March 14, 2017

FORM 4

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

OMB APPROVAL

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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 *
SMITH ROGER L.

(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)
03/14/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
CFO/Chief Admin. Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares | 03/14/2017 | | M | | 18,950 (1) | A | \$ 0.6834 (3) |
| | | | | | 215,511 | D | |

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)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|---------------------|---|--|---|-------------------------------|
| Restricted Share Units | (2) | 03/14/2017 | | M | 18,950 | (1) (1) | Common shares | 18,950 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| SMITH ROGER L. 10758 WEST CENTENNIAL ROAD, SUITE 200 LITTLETON, CO 80127 | Director 10% Owner Officer CFO/Chief Admin. Officer Other |

Signatures

/s/ L. Charles Laursen, L Charles Laursen pursuant to Power of Attorney
 **Signature of Reporting Person
 Date 03/14/2017

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).
 On March 13, 2015, the reporting person was granted 37,900 Restricted Share Units ("RSUs") vesting in two installments; 18,950 RSUs vesting on March 13, 2016 and 18,950 RSUs vesting on March 31, 2017. Subsequently, the Compensation Committee made the
 (1) determinations to satisfy the RSU award by delivering common shares rather than cash. Under the terms of the Ur-Energy Inc. Restricted Share Unit Plan, each Restricted Share Unit awarded under the Plan is redeemed on or within thirty (30) days after the applicable redemption date for cash or common shares, as determined by the Compensation Committee of the Board.
 (2) Each RSU entitles the holder to receive delivery of one common share upon satisfaction of RSU vesting period.
 The common shares were priced at \$0.92 Canadian dollars per share. \$0.6834 is the U.S. dollar equivalent of the share price pursuant to
 (3) the exchange rate as of the transaction date (CDN\$ 1.00 = US\$ 0.7428), as reported by the Bank of Canada on its website, www.bankofcanada.ca.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.