

SMITH ROGER L.
Form 4
December 11, 2017

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 *
SMITH ROGER L.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2017

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
See Remarks

LITTLETON, CO 80127

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

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

(City) (State) (Zip)

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	12/11/2017		M		14,873 (1)	A	\$ 0.6843 (3)
					240,978	D	

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

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(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 (Instr. 8)	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)	12/11/2017		M	21,866	(1) (1)	Common shares	21,866

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH ROGER L. 10758 WEST CENTENNIAL ROAD SUITE 200 LITTLETON, CO 80127			See Remarks	

Signatures

/s/ L. Charles Laursen, L. Charles Laursen pursuant to Power of Attorney

12/11/2017

__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).

On December 11, 2015, the reporting person was granted 21,866 Restricted Share Units ("RSUs") vesting in two years. Subsequently, the Compensation Committee made the 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.

(3) The common shares were priced at \$0.88 Canadian dollars per share. \$0.6843 is the U.S. dollar equivalent of the share price pursuant to the exchange rate as of the transaction date (CDN\$ 1.00 = US\$ 0.7776), as reported by the Bank of Canada on its website, www.bankofcanada.ca.

Remarks:

Chief Financial Officer/Chief Administrative Officer

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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