

KLEND A JEFFREY T.
Form 4
December 18, 2018

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 *
KLEND A JEFFREY T.

(Last) (First) (Middle)
10758 W. 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)
12/14/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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	12/17/2018		M		60,032 (5) (7)	A	\$ 0.6866 (6)
					2,753,013	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 (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 Security (Instr. 3 and 4)
Common share options (right to buy)	\$ 0.6802 ⁽¹⁾	12/14/2018		A	103,831	⁽²⁾ 12/14/2023	Common shares 10
Restricted share units (exchange for common stock)	⁽³⁾	12/14/2018		A	25,958	⁽⁴⁾ ⁽⁴⁾	Common shares 2
Restricted Share Units (exchange for common stock)	⁽³⁾	12/17/2018		M	84,530	⁽⁵⁾ ⁽⁵⁾	Common shares 8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEND A JEFFREY T. 10758 W. CENTENNIAL ROAD SUITE 200 LITTLETON, CO 80127	X		See Remarks	

Signatures

/s/ L. Charles Laursen, L Charles Laursen pursuant to Power of Attorney 12/18/2018

^{**}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 priced at \$0.91 Canadian dollars. This is the U.S. dollar equivalent of the purchase price pursuant to the exchange rate as of the transaction date (Cdn\$ 1.00 = US\$0.7474) as reported by Bank of Canada on its website, www.bankofcanada.ca.

(2)

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Options vest from this grant and become exercisable as follows: 34,264 on December 14, 2019; 34,264 on December 14, 2020 and 35,303 on December 14, 2021.

- (3) Each unit is redeemable upon vesting for one common share
- (4) Units vest and become redeemable on December 14, 2020.

On December 16, 2016, the reporting person was granted 84,530 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.

- (5) The common shares were priced at \$0.92 Canadian dollars per share. \$0.6866 is the U.S. dollar equivalent of the share price pursuant to the exchange rate as of the transaction date (CDN\$ 1.00 = US\$ 0.7463), as reported by the Bank of Canada on its website, www.bankofcanada.ca.
- (6) The 24,498 shares withheld from issuance by the Company were solely for the purpose of satisfying the tax withholding obligation arising in connection with the vesting of the RSUs granted on December 16, 2016 under the terms of the Ur-Energy Inc. Restricted Share Unit Plan.

- (7) The 24,498 shares withheld from issuance by the Company were solely for the purpose of satisfying the tax withholding obligation arising in connection with the vesting of the RSUs granted on December 16, 2016 under the terms of the Ur-Energy Inc. Restricted Share Unit Plan.

Remarks:

Board Chairman and Executive Director

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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