

US ENERGY CORP  
Form 8-K  
January 31, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): January 31, 2011 (January 31, 2011)

U.S. ENERGY CORP.

(Exact Name of Company as Specified in its Charter)

|   |                       |   |
|---|-----------------------|---|
| Wyoming   | 0-6814                | 83-0205516                              |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission File No.) | (I.R.S. Employer<br>Identification No.) |

|   |            |
|---|------------|
| 877 North 8th West, Riverton,<br>WY         | 82501      |
| (Address of principal executive<br>offices) | (Zip Code) |

Registrant's telephone number, including area code: (307) 856-9271

Not Applicable  
(Former Name, Former Address or Former Fiscal Year,  
If Changed From Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

Written communications pursuant to Rule 425 under the Securities Act  
Soliciting material pursuant to Rule 14a-12 under the Exchange Act  
Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act



Section 8: Other Events

Item 8.01. Other Events

U.S. Energy Corp. published a press release dated January 31, 2011 announcing it has entered into an acquisition, exploration and development agreement with a private party in an oil and gas prospect located in Southeast Colorado.

Section 9: Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1. Press Release dated January 31, 2011.

Safe Harbor Statement

Information provided in the exhibit contains statements which constitute “forward-looking” statements, containing the words or phrases “estimated,” “planned,” “expected,” “expect,” and “considerable resource potential.” The exhibit also contains statements regarding the prospect which is the subject of the agreement announced in the exhibit having “geophysical features similar the nearby Brandon Field,” and USE’s “geologic evaluation and current spacing rules suggest potential for 40 gross well locations, based on drilling success.”

These forward-looking statements are made pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995. Forward-looking statements inherently involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements. Factors that would cause or contribute to such differences include, but are not limited to, future trends in commodity and/or mineral prices, the availability of capital, competitive factors, and other risks described in the Company’s filings with the SEC (including, without limitation, the Form 10-K for the year ended December 31, 2009 and the Form 10-Q filed on November 8, 2010. By making these forward-looking statements, the Company undertakes no obligation to update these statements for revision or changes after the date of this release.

The forward-looking statements referenced above are made only as of the date of the exhibit. We undertake no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

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 by the undersigned hereunto duly authorized.

U.S. ENERGY CORP.

Dated: January 31, 2011

By:

/s/ Keith G. Larsen  
Keith G. Larsen, CEO



