

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

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRANKLIN JAMES M.

(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)

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 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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(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		42,000 (5)	A				(2)	12/12/2019	Common shares	42,000
Restricted share units (exchange for common stock)	(3)	12/12/2014		10,500 (5)	A				(4)	(4)	Common shares	10,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FRANKLIN JAMES M. 10758 WEST CENTENNIAL ROAD, SUITE 200 LITTLETON, CO 80127	X

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: 4,200 on December 12, 2014; 9,240 on April 28, 2015; 9,240 on September 12, 2015; 9,240 on January 27, 2016 and 10,080 on June 11, 2016.
- (3) Each unit is redeemable upon vesting for one common share
- (4) Units vest and become redeemable as follows: 5,250 on December 12, 2015 and 5,250 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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