

BONNER JAMES A

Form 4

December 18, 2018

**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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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BONNER JAMES A

(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)  
12/14/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Vice President, Geology

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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	12/17/2018		M	30,645 (5) (7)	\$ 0.6866 (6)	71,672	D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares of Common Stock
Common share options (right to buy)	\$ 0.6802 (1)	12/14/2018		A	49,764	(2) 12/14/2023	Common shares	49,764
Restricted share units (exchange for common stock)	(3)	12/14/2018		A	12,441	(4) (4)	Common shares	12,441
Restricted Share Units (exchange for common stock)	(3)	12/17/2018		M	40,510	(5) (5)	Common shares	40,510

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BONNER JAMES A 10758 WEST CENTENNIAL ROAD, SUITE 200 LITTLETON, CO 80127	Vice President, Geology

## 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: 16,422 on December 14, 2019; 16,422 on December 14, 2020 and 16,920 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 40,510 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

- (5) 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.

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](http://www.bankofcanada.ca).

- (6) 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](http://www.bankofcanada.ca).

The 9,865 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) 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.

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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