UR-ENERGY INC Form 4

December 20, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KLENDA JEFFREY T.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

UR-ENERGY INC [URG]

(Month/Day/Year)

12/16/2016

_X__ Director 10% Owner Other (specify

(Check all applicable)

X_ Officer (give title below) below) Board Chairman, Pres. and CEO

10758 W. CENTENNIAL ROAD, **SUITE 200**

(Street)

(State)

(City)

(Instr. 3)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LITTLETON, CO 80127

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of TransactionDerivative Code 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	3)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common share options (right to buy)	\$ 0.5473 (1)	12/16/2016		A		338,118		<u>(2)</u>	12/16/2021	Common shares	338,11
Restricted share units (exchange for common stock)	(3)	12/16/2016		A		84,530		<u>(4)</u>	<u>(4)</u>	Common shares	84,530

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
KLENDA JEFFREY T. 10758 W. CENTENNIAL ROAD, SUITE 200 LITTLETON, CO 80127	X		Board Chairman, Pres. and CEO					

Signatures

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

**Signature of Reporting Person

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 \$0.73 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\$0.7497) as reported by Bank of Canada on its website, www.bankofcanada.ca.

Date

- Options vest from this grant and become exercisable as follows: 33,812 on December 16, 2016; 74,386 on May 2, 2017; 74,386 on September 16,2017; 74,386 on January 31,2018 and 81,148 on June 16,2018.
- (3) Each unit is redeemable upon vesting for one common share
- (4) Units vest and become redeemable on December 16, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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