

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.

Form 8-K

July 11, 2013

**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): July 9, 2013**

**ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**001-35547**  
(Commission

File Number)

**36-4392754**  
(IRS Employer

Identification No.)

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**222 Merchandise Mart Plaza, Suite 2024, Chicago, Illinois 60654**

**(Address of Principal Executive Offices) (Zip Code)**

**Registrant's Telephone Number, Including Area Code: (312) 506-1200**

**(Former Name or Former Address, if Changed Since 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. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition.**

On July 10, 2013, Allscripts Healthcare Solutions, Inc. (the Company) announced certain preliminary results for the three months ended June 30, 2013. Further details are described in the press release issued by the Company on July 10, 2013 and furnished as Exhibit 99.1 hereto and incorporated herein by reference.

The information contained in, or incorporated into, Item 2.02, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any registration statement or other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference to such filing.

**Item 5.02. Departure, election or appointment of directors or officers; compensatory arrangements of certain officers.**

On July 9, 2013, Stephen Shute stepped down from his position as Executive Vice President, Sales of the Company, effective August 8, 2013. The Company anticipates entering into a separation agreement pursuant to which Mr. Shute's separation will be treated as a termination without cause for purposes of calculating severance and benefits. A termination without cause under his existing employment agreement provides for (i) a cash payment in twelve equal monthly installments of one times annual salary plus target performance bonus and target sales bonus, which totals \$880,000, (ii) one year of continued health benefits and (iii) partial accelerated vesting of equity awards (i.e., vesting of any awards that would vest during the next year plus a pro rata amount of one additional unvested tranche, subject to satisfaction of any applicable performance conditions). Additional expected terms in the separation agreement include (i) Mr. Shute receiving payment of certain sales incentives earned through August 8, 2013, (ii) noncompetition and nonsolicitation covenants for a period of 12 months from his termination date and (iii) a release of claims, a non-disparagement covenant and a cooperation covenant from Mr. Shute.

**Item 7.01. Regulation FD Disclosure.**

On July 9, 2013, the Company announced that the North Shore-LIJ Health System had extended its relationship with the Company for managed IT services. Further details are described in the press release issued by the Company on July 9, 2013 and furnished as Exhibit 99.2 hereto and incorporated herein by reference.

The information contained in, or incorporated into, Item 7.01, including Exhibit 99.2 attached hereto, is being furnished and shall not be deemed filed for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any registration statement or other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference to such filing.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated July 10, 2013
99.2	Press Release dated July 9, 2013

**SIGNATURE**

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.

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.

Date: July 11, 2013

By: /s/ Richard J. Poulton  
Richard J. Poulton

Chief Financial Officer

## EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated July 10, 2013
99.2	Press Release dated July 9, 2013
	80209 John Shuster 5,288 (7) 1,788 (7) * * 21379 York Ct. Kildeer, IL 60047 Kurt Novey 1,450 (7) 550 (7) * * 4224 Nasyth Drive Plano, TX 75093 Lance Hering 2,175 (4)(5) 675 (5) * * 5301 S. Yosemite St., Apt. 26206 Greenwood Village, CO 80111 Larry A. Bach & Susan A. Bach 285 (4)(5)(6) 170 (5)(6) * * 501 W. Fairbanks Avenue Winter Park, FL 32789 Leonard Alsfeld 550 (7) 550 (7) * * 4705 Rebecca Blvd. Metairie, LA 70003 Mark A. Loewenstein & 40,636 (4) (6) 135 (6) * * Kangping K. Loewenstein 12512 White Drive Silver Spring, MD 20904 Mark Reinstein 1,760 (7) 1,760 (7) * * 180 E. Meadows Ct. Alpharetta, GA 30006 Marshall G. Folkes, III 24,749 (4)(5)(6) 339 (5)(6) * * 3841 Houndstooth Court Richmond, VA 23233 24 Number of Number of Shares Shares of of Common Stock Percent Owned Name and Address Common Stock Registered Prior to After of Beneficial Owner Owned(1) For Sale Offering Offering(2) -----
	Martin G. Williams & 574 (4)(5)(6) 339 (5)(6) * * Margaret M. Williams 13333 Long Leaf Dr. Clarksville, MD 21029 Maury Rogow 925 (4)(5)(6) 540 (5)(6) * * 1050 Taylor Street N #709 Arlington, VA 22201 Michael Bagnulo 412 (7) 412 (7) * * 1020 Martins Lake Roswell, GA 30076 Mike Nixon 704 (7) 704 (7) * * 43557 Window Ct. Ashburn, VA 20147 Mildred Swift McBride 10,000 10,000 * * Testamentary Trust 50 Church Street, P. O. Box 128 Sutter Creek, CA 95685 Mohamed Ali Ahmed 574 (4)(5)(6) 339 (5)(6) * * 5052 Grimm Dr. #512 Alexandria, VA 23233 Morgan Stanley Dean Witter 574 (4)(5)(6) 339 (5)(6) * * FBO Thomas Garrity 1857 Wainwright Dr. Reston, VA 20190 Peyton N. Jackson & 12,190 (4)(5)(6) 845 (5)(6) * * Linda M. Jackson 8704 Standish Rd. Alexandria, VA 22308 Philip A. Nicholas 8,231 8,231 * * 170 North 5th Street P. O. Box 928 Laramie, WY 82703 R. A. Fitzner, Jr. 3,574 (4)(5)(6) 3,339 (4)(5)(6) * * P. O. Box 8000-260 Mesquite, NV 89024 Fiserv Securities Inc. C/FBO 1,731 (5) 193 (5) * * Richard Huebner 16318 E. Berry Avenue Centennial, CO 0115 25 Number of Number of Shares Shares of of Common Stock Percent Owned Name and Address Common Stock Registered Prior to After of Beneficial Owner Owned(1) For Sale Offering Offering(2) -----
	----- Robert A. Nicholas 26,639 (8) 23,474 (8) * * 107 South Broadway, Suite 213 Riverton, WY 82501 Robert H. Taggart, Jr. 45,148 (4)(5)(6) 14,648 (5)(6) * * 4163 S. Chapparel Circle East Aurora, CO 80116 Robert Long 31,335 (7) 31,335 (7) * * 3125 Riverside Dr. Riverton, WY 82501 Roger Conan 574 (4)(5)(6) 339 (5)(6) * * 14 Oakley Road Dublin 6, Ireland Roy Van Buskirk & Rachel Deutsch 872 (4)(5)(6) 512 (5)(6) * * 1616 Buchanan St. Arlington, VA 22207 Sterne Agee & Leach, Inc. 19,036 (4)(5)(6) 339 (5)(6) * * C/F Michael M. Vuocolo IRA 407 Arrowhead BL 123 Jonesboro, GA 30236 Steve Smitten 137 (7) 137 (7) * * 5520 Reflections Blvd. Lutz, FL 33588 Fiserv Securities Inc. C/FBO 1,835 (5) 296 (5) * * Steven Bathgate 6376 E. Tufts Avenue Englewood, CO 80112 SJS Holdings 5,909 (4)(5)(6) 3,409 (5)(6) * * c/o Susan Schoch 350 East 84th Street New York, NY 10028 Tom Bazely 137 (7) 137 (7) * * 5021 Seminary Rd. #327 Alexandria, VA 22311 Troy G. Taggart 9,444 (4)(5)(6)(7) 5,444 (5)(6)(7) * * 21220 Craborchard Ct. Ashburn, VA 20147 Tsunami Partners, L.P. 226,666 (3)(5) 226,666 (3)(5) 1.8% * 2011 Cedar Springs Rd., Apt. 506 Dallas, TX 75201 26 Number of Number of Shares Shares of of Common Stock Percent Owned Name and Address Common Stock Registered Prior to After of Beneficial Owner Owned(1) For Sale Offering Offering(2) -----
	----- Vicki D.E. Barone 51 (5) 51 (5) * * 7854 S. Harrison Circle Littleton, CO 80122 Vincent Schmitz 22,629 (4)(5)(6) 682 (5)(6) * * 4207 Montview Blvd. Denver, CO 80207 Wayne A. Moore 1,167 (4)(5)(6) 682 (5)(6) * * P. O. Box 68 Rock Falls, IL 61071 William Gamello 550 (7) 550 (7) * * 19 West Sky Lane Clifton Park, NY 12065 William Gavin Kessler 275 (7) 275 (7) * * 1921 Bissell - Unit C Chicago, IL 60614 William Potter 159 (5)(6) 159 (5)(6) * * 498 Ridgewood Avenue Glen Ridge, NJ 07028 William Powers 550 (7) 550 (7) * * 19900 Earlwood Dr. Jupiter, FL 33458 William Todd Mauney 137 (7) 137 (7) * * 600 Rainier Ct. Highland Village, TX 75077 * Less than 1%. (1) Includes shares underlying warrants which may not have yet been exercised and are not covered by this resale prospectus. (2)

Assumes all shares registered for resale under this prospectus are sold by the selling shareholder. (3) Includes shares issuable upon conversion of principal payments to shares at a rate of 1 share for \$3.00 of principal payable on a convertible secured promissory note. (4) Includes shares issuable on exercise of warrants at \$3.75 per share, and assumes exercise of such warrants by the selling shareholder. (5) Includes shares issuable on exercise of warrants at \$4.00 per share, and assumes exercise of such warrants by the selling shareholder. 27 (6) Includes shares issuable on exercise of warrants at \$3.00 per share, and assumes exercise of such warrants by the selling shareholder. (7) Includes shares issuable on exercise of warrants at \$3.64 per share, and assumes exercise of such warrants by the selling shareholder. (8) Includes shares issuable on exercise of warrants at \$3.00 per share, and assumes exercise of such warrants by the selling shareholder. The shares owned or to be owned by the selling shareholders are registered under rule 415 of the general rules and regulations of the Securities and Exchange Commission, concerning delayed and continuous offers and sales of securities. In regard to the offer and sale of such shares, we have made certain undertakings in Part II of the registration statement of which this prospectus is part, by which, in general, we have committed to keep this prospectus current during any period in which the selling shareholders make offers to sell the covered securities pursuant to rule 415.

**PLAN OF DISTRIBUTION** The selling shareholders and any of their pledgees, donees, assignees and successors-in-interest may, from time to time, sell any or all of their shares of common stock on any stock exchange, market or trading facility on which the shares are traded. These sales may be at fixed or negotiated prices. The selling shareholders may use any one or more of the following methods when selling shares: O ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers; O block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction; O purchases by a broker-dealer as principal and resale by the broker-dealer for its account; O an exchange distribution in accordance with the rules of the applicable exchange; O privately negotiated transactions; O short sales (sales of shares not owned in hopes of a decline in market price so the seller can purchase in the market at a lower price to be able to deliver the shares sold); O broker-dealers may agree with the selling shareholder to sell a specified number of such shares at a stipulated price per share; O a combination of any such methods of sale; and O any other method permitted pursuant to applicable law. The selling shareholders also may resell all or a portion of the shares in open market transactions in reliance upon rule 144 under the 1933 Act, provided they meet the criteria and conform to the requirements of the rule. 28 The selling shareholders may also engage in short sales against the box (a short sale where the seller borrows the stock from a third party, hoping the market price will decline), puts and calls and other transactions in securities of the company or derivatives of company securities and may sell or deliver shares in connection with these trades. The selling shareholders may pledge their shares to their brokers under the margin provisions of customer agreements. If a selling shareholder defaults on a margin loan, the broker may, from time to time, offer and sell the pledged shares. The selling shareholders have advised the company that they have not entered into any agreements, understandings or arrangements with any underwriters or broker-dealers regarding the sale of their his shares other than ordinary course brokerage arrangements, nor is there an underwriter or coordinating broker acting in connection with the proposed sale of shares by the selling shareholders. Broker-dealers engaged by the selling shareholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling shareholders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated. The selling shareholders do not expect these commissions and discounts to exceed what is customary in the types of transactions involved. We are required to pay all fees and expenses incident to the registration of resale of the shares covered by this prospectus. However, all discounts, commissions or fees incurred in connection with the sale of the shares offered hereby will be paid by the selling shareholders. The company has agreed to indemnify the selling shareholders against certain losses, claims, damages and liabilities, including liabilities under the 1933 Act. We have been advised that in the opinion of the Securities and Exchange Commission, indemnification for liabilities under the 1933 Act is against public policy, and therefore is unenforceable. See below. In order to comply with the securities laws of certain states, if applicable, the shares will be sold in such jurisdictions, if required, only through registered or licensed brokers or dealers. In addition, in certain states the shares may not be sold unless the shares have been registered or qualified for sale in such state or an exemption from registration or qualification is available.

**DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES** Our articles of incorporation and bylaws provide that we shall indemnify directors provided that the indemnification shall not eliminate or limit the liability of a director for breach of the director's duty or loyalty to the corporation or its stockholders, or for acts of

omission not in good faith or which involve intentional misconduct or a knowing violation of law. Wyoming law permits a corporation, under specified circumstances, to indemnify its directors, officers, employees or agents against expenses (including attorney's fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by them in connection with any action, suit or proceeding brought by third parties by reason of the fact that they were or are directors, officers, employees or agents of the corporation, if these directors, officers, employees or agents acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceedings, had no reason to believe their conduct was unlawful. In a derivative action, i.e., one by or in the right of the corporation, indemnification may be made only for expenses actually and reasonably incurred by directors, officers, employees or agent in connection with the defense or settlement of an action or suit, and only with respect to a matter as to which they shall have acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made if such person shall have been adjudged liable to the corporation, unless and only to the extent that the court in which the action or suit was brought shall determine upon application that the defendant directors, officers, employees or agents are fairly and reasonably entitled to indemnify for such expenses despite such adjudication of liability. 29 Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the company pursuant to the foregoing provisions, or otherwise (for example, in connection with the sale of securities), we have been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the 1933 Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the company of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Securities Act, and will be governed by the final adjudication of such issue.

**WHERE TO FIND MORE INFORMATION ABOUT US** We have filed with the Securities and Exchange Commission (the "Commission") a registration statement on Form S-3 under the 1933 Act with respect to the shares offered by this prospectus. This prospectus, filed as a part of the registration statement, does not contain certain information contained in part II of the registration statement or filed as exhibits to the registration statement. We refer you to the registration statement and exhibits which may be inspected and copied at the Public Reference Section of the Commission, 450 5th Street, NW, Washington, D.C. 20549, at prescribed rates; the telephone number for the Public Reference Section is 1.800.SEC.0330. The registration statement and exhibits also are available for viewing at and downloading from the EDGAR location within the Commission's internet website (<http://www.sec.gov>).

**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE** Our common stock is registered with the Commission under section 12(g) of the Securities Exchange Act of 1934 (the "1934 Act"). Under the 1934 Act, we file with the Commission periodic reports on Forms 10-K, 10-Q and 8-K, and proxy statements, and our officers and directors file reports of stock ownership on Forms 3, 4 and 5. These filings may be viewed and downloaded from the Commission's internet website (<http://www.sec.gov>) at the EDGAR location, and also may be inspected and copied at the Public Reference Section of the Commission, 450 5th Street, NW, Washington, D.C. 20549, at prescribed rates; the telephone number for the Public Reference Section is 1.800.SEC.0330. Information on the operation of the Public Reference Room can be obtained by calling the Commission at 1.800.SEC.0330. All of the information contained in the following documents filed with the Commission is incorporated by reference into this prospectus: Amended Annual Report on Form 10-K/A for fiscal year ended May 31, 2002 filed March 3, 2003; Quarterly Report on Form 10-Q for the three months ended August 31, 2002; Quarterly Report on Form 10-Q for the three and six months ended November 30, 2002; Proxy Statement for Annual Meeting of Shareholders in December 2002; Report on Form 8-K on September 20, 2001, reporting adoption in calendar 2001 of a "shareholder rights plan" also commonly known as a "poison pill"; and Report on Form 8-K on December 20, 2001 regarding status of coalbed methane operations; Report on Form 8-K on April 23, 2002, reporting that Suncor did not exercise an option to acquire interest in coalbed methane properties and reporting a contract to purchase the Bobcat coalbed methane property in Wyoming; Form 8-K on June 6, 2002, reporting closing of the contract to purchase the Bobcat property; Form 8-K on June 10, 2002, providing further information on the closing of the contract to purchase the Bobcat property, and borrowing \$1,000,000 in a secured convertible loan transaction; Form 8-K on July 23, 2002, reporting the Phelps Dodge legal

proceedings; Report on Form 8-K on August 20, 2002, reporting the entry of an order by the Special Master (appointed by the Court in the Nukem litigation) to provide monthly reports on uranium transactions; Form 8-K on September 5, 2002 concerning a research report; Form 8-K/A on September 24, 2002 amending the Form 8-K on the research report; Form 8-K on December 9, 2002 reporting an extension of time granted the Special Master 30 in the Nukem litigation to file his final accounting report and borrowing \$500,000 in a secured convertible debt transaction; Form 8-K on December 18, 2002 reporting results of the company's annual meeting of shareholders and change in fiscal year end; Form 8-K on January 8, 2003 reporting RMG option to purchase coalbed methane properties; Form 8-K on February 7, 2003 reporting an Option Agreement to acquire additional coalbed methane properties, exploration results on Montana properties now held, and improved gas prices for Bobcat production; Form 8-K on March 3, 2003 reporting an additional extension of time granted the Special Master in the Nukem litigation to file his final accounting report; and Form 8-A, on September 20, 2001, registering the preferred stock purchase rights (in connection with the shareholder rights plan). The SEC file number for all of these filings is 000-06814. All of the information which will be contained in our future Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Proxy Statements, and Reports on Form 8-K, and any other filings we make pursuant to sections 13(a), 13(c), 14 or 15(d) of the 1934 Act, all after the date of this prospectus, also are incorporated by reference into this prospectus as of the dates when such documents are filed with the Commission. We will provide to you copies of any or all of the information in these documents, and any exhibits to them, without charge, upon request addressed to U.S. Energy Corp., 877 North 8th West, Riverton, Wyoming 82501, attention Daniel P. Svilar, Secretary. You also may request these documents by telephone: 1.307.856.9271. Our internet address is www.useg.com. Our 1934 Act filings are not directly available through our internet address (website), but you can access those filings through the link to Nasdaq at our internet address (website). LEGAL MATTERS The validity of the issuance of the shares offered has been passed upon by The Law Office of Stephen E. Rounds, Denver, Colorado. EXPERTS Our consolidated balance sheet as of May 31, 2002 and 2001 and the related consolidated statements of operations, shareholders' equity and cash flows for the year ended May 31, 2002 and 2001, have been audited by Grant Thornton LLP, and are included, with the audit report from Grant Thornton LLP, in the Annual Report on Form 10-K for the fiscal year ended May 31, 2002 in reliance upon the authority of such firm as experts in accounting and auditing. Our consolidated balance sheet as of May 31, 2000 and the related consolidated statements of operations, shareholders' equity and cash flows for each of the two years ended May 31, 2000, have been audited by Arthur Andersen LLP, and are included along with the audit report of Arthur Andersen LLP, in the Annual Report on Form 10-K/A for the fiscal year ended May 31, 2002, as amended, in reliance upon the authority of such firm as experts in giving said report. Arthur Andersen LLP has not consented to the incorporation by reference of their report in this prospectus, and we have dispensed with the requirement to file their consent in reliance upon rule 437a of the Securities Act of 1933. Because Arthur Andersen LLP has not consented to the incorporation by reference of their report in this prospectus, you will not be able to recover against Arthur Andersen LLP under Section 11 of the Securities Act of 1933 for any untrue statements of a material fact contained in the financial statements audited by Arthur Andersen LLP or any omissions to state a material fact required to be stated therein. The letter report of Ryder Scott Company, which contains certain information with respect to the company's gas reserves, has been filed as an exhibit to the registration statement of which this prospectus forms a part. The information contained in the Ryder Scott Company report is included in this prospectus in reliance on such firm as experts in such matters. 31 882,460 SHARES COMMON STOCK U.S.

ENERGY CORP. ----- PROSPECTUS ----- \_\_\_\_\_, 2003 No dealer, salesman or other person is authorized to give any information or make any information or make any representations not contained in the prospectus with respect to the offering made hereby. This prospectus does not constitute an offer to sell any of the securities offered hereby in any jurisdiction where, or to any person to whom it is unlawful to make such an offer. Neither the delivery of this prospectus nor any sale made hereunder shall, under any circumstances, create an implication that there has been no change in the information set forth herein or in the business of our company since the date hereof. 32 PART II INFORMATION NOT REQUIRED IN PROSPECTUS ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION Estimated expenses in connection with the issuance and distribution of the securities being registered: Securities and Exchange Commission registration fee.....\$ 251.10 National Association of Securities Dealers, Inc. examination fee..... n/a Accounting ..... 2,000.00 Legal fees and expenses..... 2,000.00 Printing ..... n/a Blue Sky fees and expenses (excluding legal fees)..... 250.00



Transfer agent ..... n/a Escrow agent..... n/a  
 Miscellaneous..... n/a Total.....\$ 4,501.10 The  
 Registrant will pay all of these expenses. ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS Our  
 articles of incorporation and bylaws provide that we shall indemnify directors provided that the indemnification shall  
 not eliminate or limit the liability of a director for breach of the director's duty or loyalty to the corporation or its  
 stockholders, or for acts of omission not in good faith or which involve intentional misconduct or a knowing violation  
 of law. Wyoming law permits a corporation, under specified circumstances, to indemnify its directors, officers,  
 employees or agents against expenses (including attorney's fees), judgments, fines and amounts paid in settlements  
 actually and reasonably incurred by them in connection with any action, suit or proceeding brought by third parties by  
 reason of the fact that they were or are directors, officers, employees or agents of the corporation, if these directors,  
 officers, employees or agents acted in good faith and in a manner they reasonably believed to be in or not opposed to  
 the best interests of the corporation and, with respect to any criminal action or proceedings, had no reason to believe  
 their conduct was unlawful. In a derivative action, i.e., one by or in the right of the corporation, indemnification may  
 be made only for expenses actually and reasonably incurred by directors, officers, employees or agent in connection  
 with the defense or settlement of an action or suit, and only with respect to a matter as to which they shall have acted  
 in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation,  
 except that no indemnification shall be made if such person shall have been adjudged liable to the corporation, unless  
 and only to the extent that the court in which the action or suit was brought shall determine upon application that the  
 defendant directors, officers, employees or agents are fairly and reasonably entitled to indemnify for such expenses  
 despite such adjudication of liability. 33 ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULE.  
 SEQUENTIAL EXHIBIT NO. TITLE OF EXHIBIT PAGE NO. 3.1 USE Restated Articles of  
 Incorporation.....[2] 3.1(a) USE Articles of Amendment to Restated Articles of  
 Incorporation.....[4] 3.1(b) USE Articles of Amendment (Second) to Restated Articles of Incorporation  
 (Establishing Series A Convertible Preferred Stock.....[9] 3.1(c) Articles of Amendment (Third) to  
 Restated Articles of Incorporation (Increasing number of authorized shares).....[14] 3.2 USE Bylaws, as  
 amended through April 22, 1992.....[4] 4.1 Amendment to USE 1998 Incentive Stock Option Plan (To include  
 Family Transferability of Options Under SEC Rule 16b).....[11] 4.2 USE 1998 Incentive Stock  
 Option Plan and Form of Stock Option Agreement 1/99.....[8] 4.3 USE Restricted Stock Bonus Plan, as  
 amended through 2/94.....[5] 4.4 Form of Stock Option Agreement, and Schedule Options  
 Granted January 1, 1996.....[6] 4.5 Form of Stock Option Agreement and Schedule, Options Granted  
 January 10, 2001.....[11] 4.6 Form of Investors' Warrant issued in February and March 2002, and List  
 of Holders.....[21] 4.7 USE 1996 Officers' Stock Award Program (Plan).....[7] 4.8  
 USE Restated 1996 Officers' Stock Award Plan and Amendment to USE 1990 Restricted Stock Bonus  
 Plan.....[7] 34 4.9 Warrant held by Caydal LLC.....[13] 4.10 Warrant held by Kevin P.  
 Daly.....[13] 4.11 Rights Agreement, dated as of September 19, 2001 between U.S. Energy Corp. and  
 Computershare Trust Company, Inc. as Rights Agent. The Articles of Amendment to Articles of Incorporation  
 creating the Series P Preferred Stock is included herewith as an exhibit to the Rights Agreement. Form of Right  
 Certificate (as an exhibit to the Rights Agreement). Summary of Rights, which will be sent to all holders of record of  
 the outstanding shares of Common Stock of the registrant, also included as an exhibit to the Rights  
 Agreement.....[12] 4.12 Form of Advisor Warrant dated October 18, 2001 and List of  
 Holders .....[14] 4.13 Form of Advisor Warrant dated November 2, 2001 and List of  
 Holders.....[14] 4.14 Form of Investor Warrant dated October 18, 2001 and List of  
 Holders.....[14] 4.15 Stock Option held by R. Jerry Falkner dated April 11,  
 2001.....[14] 4.16 Warrant held by Riches In Resources dated May 14,  
 2001.....[14] 4.17 Stock Option held by R. Jerry Falkner dated October 11, 1999 and  
 Amendment thereto.....[15] 4.18 Amendment dated April 25, 2002 to October 11, 1999 Stock Option  
 Agreement held by R. Jerry Falkner.....[16] 4.19 USE 2001 Incentive Stock Option Plan with Form of  
 Option Agreement.....[18] 4.20 USE Schedule of Options Issued - 12/7/01 and  
 5/20/01.....[18] 4.21 USE 2001 Officers' Stock Compensation Plan.....[18] 4.22 Warrant  
 held by Tsunami Partners, L.P.....\* 35 4.23 Amendment dated December 10, 2002 to October 11, 1999  
 Stock Option Agreement held by R. Jerry Falkner.....[20] 4.24 Stock Option held by Robert

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Nicholas.....\* 4.25 Form of Warrant, Amendment thereto and List of Holders (Yellowstone Fuels Corp./USE Exchange).....\* 5.1 Opinion re legality and consent of counsel.....\* 10.1 USECC Joint Venture Agreement - Amended as of 1/20/89.....[1] 10.2 Management Agreement with USECC.....[3] 10.3 Contract - R. J. Falkner & Company dated April 11, 2001.....[11] 10.4 Consulting Agreement - Riches In Resources dated May 14, 2001.....[11] 10.5 Agreement for Strategic Services Venture Round Group LLC.....[14] 10.6-10.60 [intentionally left blank] 10.61 Closing Agreement - Addendum to Agreement for Purchase and Sale of Assets (see Exhibit 10.62).....[11] 10.62 Agreement for Purchase and Sale of Assets (Rocky Mountain Gas, Inc. and Quantum Energy LLC).....[9] 10.63 Purchase and Sale Agreement CCBM, Inc. (subsidiary of Carrizo Oil & Gas, Inc.) and Rocky Mountain Gas, Inc.....[16] 10.64 Purchase and Sale Agreement Bobcat Property.....[16] 10.65 Convertible Promissory Note and Security Agreement dated May 30, 2002.....[17] 10.66 Convertible Promissory Note and Security Agreement dated November 19, 2002.....[19] 16. Concurrence Letter from Arthur Andersen LLP on Change of Accounting Firms.....[10] 21.1 Subsidiaries of Registrant.....[11] 36 23.1 Included in Exhibit 5.1 23.2 Consent of Independent Auditors (Grant Thornton LLP).....\* 99.1 Summary of reserve report of Ryder Scott Company, as of December 31, 2002, with consent.....\* \* Filed herewith.

Unless otherwise indicated, the SEC File Number for each of the following documents incorporated by reference is 000-6814. [1] Incorporated by reference from the like-numbered exhibit to the Registrant's Annual Report on Form 10-K for the year ended May 31, 1989, filed August 29, 1989. [2] Incorporated by reference from the like-numbered exhibit to the Registrant's Annual Report on Form 10-K for the year ended May 31, 1990, filed September 14, 1990. [3] Incorporated by reference from the like-numbered exhibit to the Registrant's Annual Report on Form 10-K for the year ended May 31, 1991, filed September 13, 1991. [4] Incorporated by reference from the like-numbered exhibit to the Registrant's Annual Report on Form 10-K for the year ended May 31, 1992, filed September 14, 1991. [5] Incorporated by reference from the like-numbered exhibit to the Registrant's Form S-1 registration statement, initial filing (SEC File No. 333-1689) filed June 18, 1996. [6] Incorporated by reference from the like-numbered exhibit to the Registrant's Annual Report on Form 10-K for the year ended May 31, 1996, filed September 13, 1996. [7] Incorporated by reference from the like-numbered exhibit to the Registrant's Annual Report on Form 10-K for the year ended May 31, 1997, filed September 15, 1997. [8] Incorporated by reference from the like-numbered exhibit to the Registrant's Annual Report on Form 10-K for the year ended May 31, 1998, filed September 14, 1998. [9] Incorporated by reference from the like-numbered exhibit to the Registrant's Annual Report on Form 10-K for the year ended May 31, 2000, filed September 13, 2000. [10] Incorporated by reference from the like-numbered exhibit to the Registrant's Form 8-K, filed February 5, 2001. [11] Incorporated by reference from the like-numbered exhibit to the Registrant's Annual Report on Form 10-K for the year ended on May 31, 2001, filed August 29, 2001, and amended on June 18, 2002 and September 25, 2002. [12] Incorporated by reference to exhibit number 4.1 to the Registrant's Form 8-A12G filed, September 20, 2001. 37 [13] Incorporated by reference from the like-numbered exhibit to the Registrant's Form S-3 registration statement (SEC File No. 333-73546), filed November 16, 2001. [14] Incorporated by reference from the like-numbered exhibit to the Registrant's Form S-3 registration statement (SEC File No. 333-75864), filed December 21, 2001. [15] Incorporated by reference from the like-numbered exhibit to the Registrant's Form S-3 registration statement (SEC File No. 333-83040), filed February 19, 2002. [16] Incorporated by reference from the like-numbered exhibit to the Registrant's Form S-3 registration statement, amendment no. 1 (SEC File No. 333-83040), filed May 17, 2002. [17] Incorporated by reference from the like-numbered exhibit to the Registrant's Form 8-K, filed June 6, 2002. [18] Incorporated by reference from the like-numbered exhibit to the Registrant's Annual Report on Form 10-K for the year ended May 31, 2002, filed September 13, 2002. [19] Incorporated by reference from the like-numbered exhibit to the Registrant's Form 8-K, filed December 9, 2002. [20] Incorporated by reference from the like-numbered exhibit to the Registrant's Form S-3 registration statement, amendment no. 4 (SEC File No. 333-83040), filed March 3, 2003. [21] Incorporated by reference from the like-numbered exhibit to the Registrant's Form S-3 registration statement (SEC File No. 333-88584), filed March 10, 2003. 38

ITEM 17. UNDERTAKINGS. (a) RULE 415 OFFERING. The undersigned registrant hereby undertakes: (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement: (i) To include any prospectus required by Section 10(a)(3) of the Securities Act; (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or

in the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement. Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply to this registration statement if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement. (2) That, for the purpose of determining any liability under the Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering. (b) FILING INCORPORATING SUBSEQUENT EXCHANGE ACT DOCUMENTS BY REFERENCE.

The undersigned registrant hereby undertakes that for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. 39 (h) RELATIVE TO REQUEST FOR

ACCELERATION OF EFFECTIVE DATE. Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors, officers, and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933, as amended, and will be governed by the final adjudication of such issue. 40 SIGNATURES Pursuant to the requirements of the Securities Act of 1933, the

registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the city of Riverton, state of Wyoming on March 7, 2003. U.S. ENERGY CORP. (Registrant) Date: March 7, 2003 By: /s/ John L. Larsen ----- John L. Larsen, Chief Executive Officer Pursuant to the requirements of the Securities Exchange Act of 1934, this registration statement on Form S-3 has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated. Date: March 7, 2003 By: /s/ John L. Larsen ----- John L. Larsen, Director Date: March 7, 2003 By: /s/ Keith G. Larsen ----- Keith G. Larsen, Director Date: March 7, 2003 By: /s/ Harold F. Herron ----- Harold F. Herron, Director Date: March 7, 2003 By: /s/ Don C. Anderson ----- Don C. Anderson, Director Date: March 7, 2003 By: /s/ Nick Bebout ----- Nick Bebout, Director Date: March 7, 2003 By: /s/ H. Russell Fraser ----- H. Russell Fraser, Director Date: March 7, 2003 By: /s/ Robert Scott Lorimer ----- Robert Scott Lorimer, Principal Financial Officer/ Chief Accounting Officer 41