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

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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if no longer

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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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH ROGER L.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

UR-ENERGY INC [URG]

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

Director 10% Owner

See Remarks

(Check all applicable)

10758 WEST CENTENNIAL

(Month/Day/Year) 12/12/2014

X_ Officer (give title Other (specify below) below)

ROAD,, SUITE 200

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year) 12/15/2014

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LITTLETON, CO 80127

(City) (State) (Zip)

(Street)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4)

(Instr. 4)

(A)

Reported 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 Transaction Derivative 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)	Acquired (or Dispose (D) (Instr. 3, 4, and 5)	d of				
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
s c (Common hare ptions right to buy)	\$ 0.8879 (1)	12/12/2014		A		70,746 (5)		(2)	12/12/2019	Common shares	70,746
s (f	Restricted hare units exchange or ommon tock)	(3)	12/12/2014		A		17,686 (5)		<u>(4)</u>	<u>(4)</u>	Common shares	17,686

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
SMITH ROGER L.							
10758 WEST CENTENNIAL ROAD,			See				
SUITE 200			Remarks				
LITTLETON, CO 80127							

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).
- 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: 7,075 on December 12, 2014; 15,564 on April 28, 2015; 15,564 on September 12, 2015; 15,564 on January 27, 2016 and 16,979 on June 11, 2016.
- (3) Each unit is redeemable upon vesting for one common share
- (4) Units vest and become redeemable as follows: 8,843 on December 12, 2015 and 8,843 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).

Reporting Owners 2

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Remarks:

Chief Financial Officer/Chief Administrative Officer

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.