

UR-ENERGY INC
Form 3
January 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SMITH ROGER L. | | (Month/Day/Year) | UR-ENERGY INC [URG] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 10758 WEST CENTENNIAL ROAD, SUITE 200 | | 01/01/2014 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| LITTLETON,Â COÂ 80127 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | CFO and CAO | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Shares | 97,331 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|------------------------------------|------------------|-----------------|---------------|----------------------------|-------------|----------------------------|---|
| Restricted Share Units | Â (1) | Â (1) | Common Shares | 46,240 | \$ (1) | D | Â |
| Common Share Options(Right to Buy) | Â (2) | 09/02/2014 | Common Shares | 57,321 | \$ 0.9 (6) | D | Â |
| Common Share Options(Right to Buy) | Â (2) | 03/05/2015 | Common Shares | 36,891 | \$ 0.81 (6) | D | Â |
| Common Share Options(Right to Buy) | Â (2) | 01/28/2016 | Common Shares | 109,666 | \$ 2.87 (6) | D | Â |
| Common Share Options(Right to Buy) | Â (2) | 07/07/2016 | Common Shares | 150,000 | \$ 1.57 (6) | D | Â |
| Common Share Options(Right to Buy) | Â (2) | 09/09/2016 | Common Shares | 72,061 | \$ 1.17 (6) | D | Â |
| Common Share Options(Right to Buy) | Â (2) | 01/12/2017 | Common Shares | 99,284 | \$ 0.91 (6) | D | Â |
| Common Share Options(Right to Buy) | Â (3) | 12/07/2017 | Common Shares | 115,139 | \$ 0.76 (6) | D | Â |
| Common Share Options(Right to Buy) | Â (4) | 04/25/2018 | Common Shares | 50,403 | \$ 0.77 (6) | D | Â |
| Common Share Options(Right to Buy) | Â (5) | 12/27/2018 | Common Shares | 77,744 | \$ 1.2 (6) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH ROGER L. 10758 WEST CENTENNIAL ROAD, SUITE 200 LITTLETON, CO 80127 | Â | Â | Â CFO and CAO | Â |

Signatures

/s/ Roger L. Smith
01/10/2014

**Signature of Reporting Person
Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Each Restricted Share Unit ("RSU") entitles the holder to receive delivery of one common share upon satisfaction of the RSU vesting period. RSUs held by the reporting person will vest as follows: 12,411 on January 11, 2014, 14,393 on December 7, 2014, 9,718 on December 27, 2014 and 9,718 on December 27, 2015. At the Issuer's election, outstanding RSUs may be redeemed for cash.

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- (2) Fully vested and currently exercisable.
- (3) Includes options to purchase 62,175 common shares that are vested and currently exercisable. Remaining options will vest as follows: 25,331 on January 22, 2014 and 27,633 on June 7, 2014.
- (4) Includes options to purchase 16,129 common shares that are vested and currently exercisable. Remaining options will vest as follows: 11,089 on January 24, 2014, 11,088 on June 10, 2014 and 12,097 on October 24, 2014.
- (5) Includes options to purchase 7,774 common shares that are vested and currently exercisable. Remaining options will vest as follows: 17,104 on May 13, 2014, 17,104 on September 27, 2014, 17,103 on February 11, 2015 and 18,659 on June 27, 2015.
- (6) Prices are expressed in Canadian dollars.

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Remarks:

Exhibit List: Exhibit 24.1-Power of Attorney

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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