
**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): **February 17, 2016**

UR-ENERGY INC.

(Exact name of registrant as specified in its charter)

Canada
(State or other jurisdiction of
incorporation or organization)

001- 33905
(Commission
File Number)

Not applicable
(I.R.S. Employer
Identification Number)

**10758 W Centennial Road, Suite 200
Littleton, Colorado 80127**
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: **(720) 981-4588**

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))
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Item 8.01 Other Events.

On February 17, 2016, Ur-Energy Inc. (the "Company") announced that it completed its previously-announced bought deal financing pursuant to an Underwriting Agreement (the "Underwriting Agreement"), dated February 2, 2016, by and among the Company and Cantor Fitzgerald Canada Corporation, Raymond James Ltd. and Dundee Securities Ltd. (collectively, the "Underwriters"). The Underwriters purchased, on a bought deal basis, 12,921,000 common shares of the Company at a purchase price of US\$0.50 per common share, for aggregate gross proceeds to the Company in the amount of US\$6.46 million, which includes 921,000 common shares acquired pursuant to the partial exercise of the Underwriters' over-allotment option.

A copy of the opinion of Fasken Martineau DuMoulin LLP relating to the validity of the common shares issued pursuant to the Underwriting Agreement is filed herewith as Exhibit 5.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is being filed as part of this Form 8-K report:

- 5.1 – Opinion of Fasken Martineau DuMoulin LLP.
23.1 – Consent of Fasken Martineau DuMoulin LLP (included in Exhibit 5.1)

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.

Date: February 17, 2016

Ur-Energy Inc.

By: /s/ Penne A. Goplerud

Name: Penne A. Goplerud

Title: Corporate Secretary and General Counsel

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Exhibit No.	Description
5.1	Opinion of Fasken Martineau DuMoulin LLP.
23.1	Consent of Fasken Martineau DuMoulin LLP (included in Exhibit 5.1).

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Fasken Martineau DuMoulin LLP
Barristers and Solicitors
Patent and Trade-mark Agents

www.fasken.com

Suite 1300
55 Metcalfe Street
Ottawa, Ontario, Canada K1P 6L5



613 236 3882 Telephone
613 230 6423 Facsimile

February 17, 2016

Board of Directors Ur-Energy Inc.
10754 W. Centennial Road, Suite 200
Littleton, CO 81287-4588
USA

Re: Ur-Energy Inc.

Dear Sirs:

We have acted as Canadian counsel to Ur-Energy Inc. (the “**Corporation**”), a corporation continued under the federal laws of Canada, with respect to certain legal matters relating to (i) the Registration Statement on Form S-3 (Registration No. 333-198232), (the “**Registration Statement**”), including the base prospectus contained therein (the “**Base Prospectus**”), filed by the Corporation with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”) for the purpose of registering under the Securities Act, among other securities, common shares of the Corporation without par value (the “**Common Shares**”) and (ii) the prospectus supplement to the Base Prospectus, dated February 9, 2016 filed with the Commission under Rule 424(b) under the Securities Act relating to Common Shares to be distributed by the Underwriters (as defined below) in the United States (the “**Prospectus Supplement**”, and together with the Base Prospectus, the “**Prospectus**”). The Prospectus has been filed in connection with the offer and sale of up to an aggregate of 13,800,000 Common Shares (including 1,800,000 shares subject to an option described in the Prospectus) (the “**Shares**”) by the Company pursuant to the terms of an underwriting agreement dated February 2, 2016 (the “**Underwriting Agreement**”) between the Corporation and Cantor Fitzgerald Canada Corporation, Raymond James Ltd. and Dundee Securities Ltd. (collectively, the “**Underwriters**”).

Examinations

In rendering the opinions below, we have examined and relied upon:

- (a) the Registration Statement and the Prospectus;
- (b) the Underwriting Agreement;
- (c) a certificate of an officer of the Corporation dated the date hereof certifying certain matters including, among other things:
 - (i) the articles of the Corporation;

Vancouver Calgary Toronto Ottawa Montréal Québec City London Paris Johannesburg

- (ii) the by-laws of the Corporation;
- (iii) the resolutions of the board of directors of the Corporation approving transactions contemplated in the Underwriting Agreement, including the issuance of the Shares; and
- (iv) certain factual matters; and
- (d) a certificate of compliance dated the date hereof issued pursuant to the *Canada Business Corporations Act* relating to the Corporation.

We have considered such questions of law and examined such statutes and regulations of the Province of Ontario and of Canada applicable therein as they exist on the date hereof, as we have considered necessary or relevant as a basis for our opinions.

Jurisdiction and Effective Date

Our opinions herein are restricted to and based upon the laws of the Province of Ontario and the federal laws of Canada applicable therein in force on the date hereof (collectively, “**Ontario Law**”).

We assume no obligation to revise or supplement this opinion should Ontario Law change subsequent to the date hereof by legislative action, judicial decision or otherwise or if there is a change in any fact or facts after the date hereof.

Assumptions

For the purpose of delivering our opinions herein, we have assumed that the Shares will be issued and sold only in the manner stated in the Registration Statement and the Prospectus and only in accordance with the terms of the Underwriting Agreement.

Opinions

On the basis of the foregoing assumptions and subject to the qualifications and limitations hereinafter expressed, we are of the opinion that, when the Shares have been issued and delivered in accordance with the terms of the Underwriting Agreement, and upon payment to the Corporation of the full consideration therefor provided for in the Underwriting Agreement, such Shares will be validly issued as fully paid and non-assessable common shares in the capital of the Corporation.

This opinion letter has been prepared for filing by the Corporation as an exhibit to a Current Report on Form 8-K (the “**Form 8-K**”). The Form 8-K will be incorporated by reference in the Registration Statement.

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We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Form 8-K. We also consent to the reference to this firm under the heading “Legal Matters” in the Registration Statement and the Prospectus. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules of the Securities and Exchange Commission thereunder.

Yours truly,

/s/ Fasken Martineau DuMoulin LLP

FASKEN MARTINEAU DuMOULIN LLP

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