
**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 5, 2014**

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
(Address of principal executive offices)

80127
(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 5.05 Amendments to the Registrant’s Code of Ethics, or Waiver of a Provision of the Code of Ethics.

On February 5, 2014, the board of directors of Ur-Energy Inc. (the “Company”) adopted a new Code of Ethics applicable to its chief executive officer, chief financial officer, chief accounting officer and persons performing similar functions. This Code of Ethics for CEO, CFO and Senior Financial Officers (the “Senior Officer Code of Ethics”) shall be the Company’s Code of Ethics for purposes of the requirements of Item 406 of Regulation S-K. The Senior Officer Code of Ethics is an exhibit to the Company’s existing Code of Business Conduct and Ethics, which remains applicable to all directors, employees and officers, including the above-mentioned officers. The Company also separated the concepts and procedures governing whistleblower complaints from its existing Code of Business Conduct and Ethics and adopted a separate Whistleblower Policy. The Code of Business Conduct and Ethics, the Senior Officer Code of Ethics and the Whistleblower Policy are each available on the Company’s website at <http://www.ur-energy.com/corporate-governance/>.

The Company intends to disclose any amendment or waiver (including any implicit waiver) of its Senior Officer Code of Ethics on its website at <http://www.ur-energy.com/corporate-governance/> within four business days following such amendment or waiver.

The Senior Officer Code of Ethics is filed with this Form 8-K as Exhibit 14.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

No.	Description
14.1	Code of Ethics for CEO, CFO and Senior Financial Officers, approved February 5, 2014.

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.

Date: February 11, 2014

Ur-Energy Inc.

By: /s/ Penne A. Goplerud

Name: Penne A. Goplerud

Title: Corporate Secretary and General Counsel

EXHIBIT INDEX

Exhibit

No. **Description**

14.1 Code of Ethics for CEO, CFO and Senior Financial Officers, approved February 5, 2014.

CODE OF ETHICS FOR CEO, CFO AND SENIOR FINANCIAL OFFICERS

This Code of Ethics applies to Ur-Energy Inc.'s Chief Executive Officer (CEO), Chief Financial Officer (CFO), Controller and such other individuals as determined from time to time by the General Counsel and Chief Financial Officer (for purposes of this Code of Ethics, together called "Financial Professionals"). The Corporation expects all employees, in carrying out their job responsibilities, to act in accordance with the highest standards of personal and professional integrity, to comply with all applicable laws, and to abide by the Corporation's corporate policies and procedures adopted from time to time by the company. This Code of Ethics supplements the foregoing with respect to all Financial Professionals.

The Corporation's Financial Professionals will:

1. Engage in and promote honest and ethical conduct, acting with integrity and exercising at all times their best independent judgment;
2. Avoid actual or apparent conflicts of interest between personal and professional relationships and disclose to the General Counsel any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
3. Produce full, fair, accurate, timely and understandable disclosure in reports and documents that the Corporation files with, or submits to, the Securities and Exchange Commission ("SEC") and in other public communications made by the Corporation;
4. Comply with applicable governmental laws, rules and regulations, as well as the rules and regulations of self-regulatory organizations of which the Corporation is a member; and
5. Promptly report any possible violation of this Code of Ethics to the General Counsel.

All Financial Professionals are prohibited from directly or indirectly taking any action to coerce, manipulate, mislead or fraudulently influence the Corporation's independent public accountant engaged in the performance of an audit or review of the financial statements of the company for the purpose of rendering the financial statements of the Corporation misleading.

The Audit Committee of the Board of Directors shall approve any waiver or amendment of this Code of Ethics, and any such waiver or amendment shall be disclosed promptly as required by law or SEC regulations.

All Financial Professionals will be held accountable for their adherence to this Code of Ethics. Failure to observe the terms of this Code of Ethics may result in disciplinary action, up to and including termination of employment. Violations of this Code of Ethics may also constitute violations of law, and may result in civil and criminal penalties for the individual, his or her supervisor and/or the Corporation.

If a Financial Professional has any questions regarding the best course of action in a particular situation, he or she should promptly contact the General Counsel. An individual may choose to remain anonymous in reporting any possible violation of this Code of Ethics.
