
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): **August 4, 2017**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

As previously reported, on May 27, 2016, Ur-Energy Inc. (the “Company”) entered into an At Market Issuance Sales Agreement (the “Sales Agreement”), with FBR Capital Markets & Co. and MLV & Co. LLC, each a Distribution Agent, and, collectively, the Distribution Agents, under which the Company may, from time to time, issue shares at market prices on the NYSE American or other market for its common shares in the United States through the Distribution Agents for aggregate sales proceeds of up to \$10,000,000 (the “ATM Offering”). A copy of the Sales Agreement was filed with the Securities and Exchange Commission (the “SEC”) on a Current Report on Form 8-K on May 27, 2016.

On July 24, 2017, the Company filed with the SEC a new shelf registration statement (the “New Registration Statement”) on Form S-3 (No. 333-219433), which replaced the existing shelf registration statement on Form S-3 (No. 333-198232) filed with the SEC on August 19, 2014, as amended on September 4, 2014, and declared effective on September 12, 2014. On August 3, 2017, the New Registration Statement was declared effective. On August 4, 2017, the Company filed a new prospectus supplement (the “Prospectus Supplement”) with the SEC in connection with its ATM Offering. As of the date of the Prospectus Supplement, we may offer and sell the remaining balance of common shares having a maximum aggregate sales price of up to \$8,723,000.

The legal opinion of Fasken Martineau DuMoulin LLP relating to the common shares being offered pursuant to the Sales Agreement is filed as Exhibit 5.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit**No. Description**

5.1 Opinion of Fasken Martineau DuMoulin LLP

23.1 Consent of Fasken Martineau DuMoulin LLP (included in Exhibit 5.1)

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: August 4, 2017

Ur-Energy Inc.

By: /s/ Penne A. Goplerud

Name: Penne A. Goplerud

Title: Corporate Secretary and General Counsel

EXHIBIT INDEX

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

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August 4, 2017

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. 333-219433), (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 August 4, 2017 filed with the Commission under Rule 424(b) under the Securities Act relating to Common Shares to be sold by the Distribution Agents (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 US\$8,723,000 of Common Shares (the “**Shares**”) by the Company pursuant to the terms of an at-market issuance sales agreement dated May 27, 2016 (“**Original Sales Agreement**”) and Amendment No. 1 to the Original Sales Agreement dated August 4, 2017 (“**Amendment No. 1**”) together with the Original Sales Agreement, the “**Current Sales Agreement**”) between the Corporation and FBR Capital Markets & Co. and MLV & Co. LLC (collectively, the “**Distribution Agents**”).

Examinations

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

- (a) the Registration Statement and the Prospectus;
- (b) the Sales Agreement;
- (c) Amendment No. 1;

Vancouver Calgary Toronto Ottawa Montréal Québec City London Paris Johannesburg

- (d) 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;
 - (ii) the by-laws of the Corporation;
 - (iii) the resolutions of the board of directors of the Corporation approving transactions contemplated in the Sales Agreement, including the issuance of the Shares; and
 - (iv) certain factual matters; and
- (e) 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 Current Sales 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 Current Sales Agreement, and upon payment to the Corporation of the full consideration therefor provided for in the Current Sales 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.

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
