

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 | |
| FRANKLIN JAMES M. | | (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 W. CENTENNIAL ROAD, SUITE 200 | | 01/01/2014 | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| LITTLETON, CO 80127 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| 1. Title of Security (Instr. 4) | | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 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 |
| Common Shares | 489,492 | D | | |

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 | 489,492 | D | |

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) |
| | | Title | | | |

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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 | 28,322 | \$ (1) | D | Â |
| Common Share Options (Right to Buy) | Â (2) | 09/02/2014 | Common Shares | 12,857 | \$ 0.9 (6) | D | Â |
| Common Share Options (Right to Buy) | Â (2) | 03/05/2015 | Common Shares | 9,000 | \$ 0.81 (6) | D | Â |
| Common Share Options (Right to Buy) | Â (2) | 01/28/2016 | Common Shares | 40,082 | \$ 2.87 (6) | D | Â |
| Common Share Options (Right to Buy) | Â (2) | 09/09/2016 | Common Shares | 31,355 | \$ 1.17 (6) | D | Â |
| Common Share Options (Right to Buy) | Â (2) | 01/12/2017 | Common Shares | 60,000 | \$ 0.91 (6) | D | Â |
| Common Share Options (Right to Buy) | Â (3) | 12/07/2017 | Common Shares | 72,911 | \$ 0.76 (6) | D | Â |
| Common Share Options (Right to Buy) | Â (4) | 04/25/2018 | Common Shares | 31,918 | \$ 0.77 (6) | D | Â |
| Common Share Options (Right to Buy) | Â (5) | 12/27/2018 | Common Shares | 46,829 | \$ 1.2 (6) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRANKLIN JAMES M. 10758 W. CENTENNIAL ROAD SUITE 200 LITTLETON,Â COÂ 80127 | Â X | Â | Â | Â |

Signatures

/s/ James M. Franklin 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).
- Each Restricted Share Unit ("RSU") entitles the holder to receive delivery of one common share upon satisfaction of the RSU vesting
- (1) period. RSUs held by the reporting person will vest as follows: 7,500 on January 11, 2014, 9,114 on December 7, 2014, 5,854 on December 27, 2014 and 5,854 on December 27, 2015. At the Issuer's election, outstanding RSUs may be redeemed for cash.
 - (2) Fully vested and currently exercisable.

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- (3) Includes options to purchase 39,372 common shares that are vested and currently exercisable. Remaining options will vest as follows: 16,040 on January 22, 2014 and 17,499 on June 7, 2014.
- (4) Includes options to purchase 10,214 common shares that are vested and currently exercisable. Remaining options will vest as follows: 7,022 on January 24, 2014, 7,022 on June 10, 2014 and 7,660 on October 24, 2014.
- (5) Includes options to purchase 4,683 common shares that are vested and currently exercisable. Remaining options will vest as follows: 10,302 on May 13, 2014, 10,303 on September 27, 2014, 10,302 on February 11, 2015 and 11,239 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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