

UR-ENERGY INC
Form 40FR12B/A
July 07, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 40-F/A
Amendment No. 1**

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: _____

Commission File Number **001-33905**

UR-ENERGY INC.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English (if applicable))

Canada

(Province or other jurisdiction of incorporation or organization)

1040

(Primary Standard Industrial Classification Code Number (if applicable))

N/A

(I.R.S. Employer Identification Number (if applicable))

10758 W. Centennial Road, Suite 200

Littleton, Colorado 80127

(720) 981-4588

(Address and telephone number of Registrant's principal executive offices)

Thomas M. Rose

Troutman Sanders LLP

222 Central Park Avenue, Suite 2000

Virginia Beach, Virginia 23462

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Shares, without par value

American Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this Form:

Annual information form Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: N/A

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If Yes is marked, indicate the file number assigned to the Registrant in connection with such Rule.

YES ___ 82-___ NO

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

YES ___ NO

FORWARD-LOOKING STATEMENTS

The Exhibits incorporated by reference into this Registration Statement contain forward-looking statements concerning anticipated developments in the operations of Ur-Energy Inc. (the Registrant) in future periods, planned exploration activities, the adequacy of the Registrant's financial resources and other events or conditions that may occur in the future. Forward-looking statements are frequently, but not always, identified by words such as expects, anticipates, believes, intends, estimates, potential, possible or the negative or other similar expressions, or so that events, conditions or results will, may, could or should occur or be achieved. Information concerning interpretation of drill results and mineral resource estimates also may be deemed to be forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Registrant or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those described in (i) the Annual Information Forms of the Registrant filed as Exhibits 3 and 91 to this Registration Statement, (ii) the final short form prospectus filed as Exhibit 76 to this Registration Statement, and (iii) the Supplemental Risk Factors filed as Exhibit 1 to this Registration Statement.

The Registrant's forward-looking statements contained in the Exhibits incorporated by reference into this Registration Statement are made as of the respective dates set forth in such Exhibits. Such forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made. In preparing this Registration Statement, the Registrant has not updated such forward-looking statements to reflect any change in circumstances or in management's beliefs, expectations or opinions that may have occurred prior to the date hereof, nor does the Registrant assume any obligation to update such forward-looking statements in the future. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

DIFFERENCES IN UNITED STATES AND CANADIAN REPORTING PRACTICES

The Registrant is permitted, under a multi-jurisdictional disclosure system adopted by the United States, to prepare this report in accordance with Canadian disclosure requirements, which are different from those of the United States. The Registrant prepares its financial statements, which are filed with this report on Form 40-F in accordance with Canadian generally accepted accounting practices (GAAP), and they may be subject to Canadian auditing and auditor independence standards. Such financial statements may not be comparable to financial statements prepared in accordance with United States GAAP. Significant differences between Canadian GAAP and United States GAAP pertaining to the Registrant are described in Note 15 to the Amended Audited Annual Consolidated Financial Statements for the years ended December 31, 2006 and 2005, which are filed as Exhibit 10 to this Registration Statement and Note 14 to the Amended Audited Annual Consolidated Financial Statements for the years ended December 31, 2007 and 2006, which are filed as Exhibit 99 to this Registration Statement.

RESOURCE AND RESERVE ESTIMATES

The terms Mineral Reserve, Proven Mineral Reserve and Probable Mineral Reserve are Canadian mining terms as defined in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects (NI 43-101), which references the guidelines set out in the Canadian Institute of Mining, Metallurgy and Petroleum (the CIM) CIM Standards on Mineral Resources and Mineral Reserves, adopted by the CIM council, as may be amended from time to time by the CIM. These definitions differ from the definitions in the United States Securities and Exchange Commission (the Commission) Industry Guide 7 (Industry Guide 7) under the United States Securities Act of 1933, as amended. Under Industry Guide 7 standards, a final or bankable feasibility study is required to report reserves, the three-year historical average price is used in any reserve, or cash flow analysis to designate reserves, and the primary environmental analysis or report must be filed with the appropriate governmental authority.

In addition, the terms mineral resource , measured mineral resource , indicated mineral resource and inferred mineral resource are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under Industry Guide 7 and normally are not permitted to be used in reports and registration statements filed with the Commission. Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. Inferred mineral resources have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under

Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases.

Accordingly, information contained in this report and the documents incorporated by reference herein containing descriptions of our mineral deposits is not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

DOCUMENTS FILED PURSUANT TO GENERAL INSTRUCTIONS

In accordance with General Instruction B.(1) of Form 40-F, the Registrant hereby incorporates by reference Exhibits 1 through 142 as set forth in the Exhibit Index attached hereto.

In accordance with General Instruction C.(2) of Form 40-F, the Registrant hereby incorporates by reference: (i) Exhibit 10, the Amended Audited Annual Consolidated Financial Statements of the Registrant for the years ended December 31, 2006 and 2005, including a reconciliation to United States GAAP as required by Item 17 of Form 20-F, (ii) Exhibit 99, the Amended Audited Annual Consolidated Financial Statements of the Registrant for the years ended December 31, 2007 and 2006, including a reconciliation to United States GAAP as required by Item 17 of Form 20-F, (iii) Exhibit 4, Management's Discussion and Analysis for the year ended December 31, 2006, and (iv) Exhibit 92, Management's Discussion and Analysis for the year ended December 31, 2007, all as set forth in the Exhibit Index attached hereto.

In accordance with General Instruction D.(9) of Form 40-F, the Registrant has filed written consents of certain experts named in the foregoing Exhibits as Exhibits 140 through 142 and Exhibits 134 through 136, inclusive, as set forth in the Exhibit Index attached hereto.

OFF BALANCE SHEET ARRANGEMENTS

The Registrant has no off-balance sheet arrangements.

DISCLOSURE OF CONTRACTUAL OBLIGATIONS

The following table lists, as of December 31, 2007, information with respect to the Registrant's known contractual obligations:

Contractual Obligations	Payments Due by Period (All amounts in US dollars)				
	Total	Less than 1 year	1 to 3 years	4 to 5 years	After 5 years
Office operating leases ⁽¹⁾	\$561,500	\$216,400	\$193,000	\$152,100	Nil

- (1) The Registrant is committed to an operating lease for office premises in Littleton, Colorado. This operating lease has a term extending to January 2009. The Registrant has entered into an operating lease for office premises in Casper, Wyoming. This operating lease has a five year term extending to September 2012.

UNDERTAKINGS

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or to transactions in said securities.

CONSENT TO SERVICE OF PROCESS

On January 8, 2008, the Registrant filed with the Commission a written Irrevocable Consent and Power of Attorney on Form F-X.

Any change to the name or address of the Registrant's agent for service shall be communicated promptly to the Commission by amendment to the Form F-X referring the file number of the Registrant.

SIGNATURES

Pursuant to the requirements of the United States Securities Exchange Act of 1934, as amended, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

UR-ENERGY INC.

By: */s/ Roger L. Smith*
Roger L. Smith
Chief Financial Officer

Date: July 3, 2008

EXHIBIT INDEX

The following exhibits have been filed as part of the Registration Statement.

Exhibit	Description	
1	Supplemental Risk Factors	*
2	Form F-X	*
Annual Information		
3	Annual Information Form for the Year Ended December 31, 2006	*
4	Management Discussion and Analysis for the Year Ended December 31, 2006	*
5	Form 52-109F1 Certification of Annual Filings CFO	*
6	Form 52-109F1 Certification of Annual Filings CEO	*
7	Consent of author C. Stewart Wallis, P. Geo., of Scott Wilson Roscoe Postle Associates Inc. (NI 43-101) dated March 29, 2007	*
8	Consent of author John D. Charlton, P. Geo. (NI 43-101) dated March 29, 2007	*
9	ON Form 13-502F1 Annual Participation Fee for Reporting Issuers for the Year Ended December 31, 2006	*
10	Amended Audited Annual Consolidated Financial Statements for the Years Ended December 31, 2006 and 2005, including a United States GAAP reconciliation	*
Quarterly Information		
11	Management Discussion and Analysis for the Three-Month Period Ended March 31, 2007	*
12	Unaudited Interim Consolidated Financial Statements for the Three-Month Period Ended March 31, 2007	*
13	Form 52-109F2 Certification of Interim Filings CFO	*
14	Form 52-109F2 Certification of Interim Filings CEO	*
15	Management Discussion and Analysis for the Three-Month Period Ended June 30, 2007	*
16	Unaudited Interim Consolidated Financial Statements for the Three-Month Period Ended June 30, 2007	*
17	Form 52-109F2 Certification of Interim Filings CFO	*
18	Form 52-109F2 Certification of Interim Filings CEO	*
19	Management Discussion and Analysis for the Three-Month Period Ended September 30, 2007	*
20	Unaudited Interim Consolidated Financial Statements for the Three-Month Period Ended September 30, 2007	*
21	Form 52-109F2 Certification of Interim Filings CFO	*
22	Form 52-109F2 Certification of Interim Filings CEO	*
Alternative Monthly Reports		
23	Alternative Monthly Report dated May 4, 2007	*
24	Alternative Monthly Report dated June 7, 2007	*

Shareholder Meeting Materials

25	Confirmation of Notice of Meeting and Record Date dated March 9, 2007	*
26	Notice of Meeting dated April 12, 2007	*
27	Management Proxy Circular dated April 12, 2007	*
28	Form of proxy for the annual shareholder meeting on May 18, 2007	*
29	Notice of mailing dated May 1, 2007	*
30	Report of proxy voting at the annual shareholder meeting on May 18, 2007	*

Material Change Reports

31	Material Change Report dated April 23, 2007	*
32	Material Change Report dated May 14, 2007	*
33	Material Change Report dated May 29, 2007	*
34	Material Change Report dated July 27, 2007	*

News Releases

35	Press Release dated January 4, 2007	*
36	Press Release dated January 11, 2007	*
37	Press Release dated January 15, 2007	*
38	Press Release dated January 16, 2007	*
39	Press Release dated February 23, 2007	*
40	Press Release dated February 26, 2007	*
41	Press Release dated February 28, 2007	*
42	Press Release dated April 11, 2007	*
43	Press Release dated April 17, 2007	*
44	Press Release dated April 17, 2007	*
45	Press Release dated April 23, 2007	*
46	Press Release dated May 1, 2007	*
47	Press Release dated May 9, 2007	*
48	Press Release dated May 10, 2007	*
49	Press Release dated May 10, 2007	*
50	Press Release dated May 22, 2007	*
51	Press Release dated June 4, 2007	*
52	Press Release dated June 7, 2007	*
53	Press Release dated June 11, 2007	*
54	Press Release dated June 18, 2007	*
55	Press Release dated June 25, 2007	*
56	Press Release dated June 26, 2007	*

57	Press Release dated July 11, 2007	*
58	Press Release dated July 24, 2007	*
59	Press Release dated July 24, 2007	*
60	Press Release dated July 26, 2007	*
61	Press Release dated August 2, 2007	*
62	Press Release dated August 23, 2007	*
63	Press Release dated August 29, 2007	*
64	Press Release dated September 19, 2007	*
65	Press Release dated September 24, 2007	*
66	Press Release dated October 25, 2007	*
67	Press Release dated October 31, 2007	*
68	Press Release dated November 8, 2007	*
69	Press Release dated November 9, 2007	*
70	Press Release dated December 20, 2007	*

Prospectuses

71	Preliminary short form prospectus dated April 23, 2007	*
72	Consent of W. William Boberg (NI 43-101) dated April 23, 2007	*
73	Consent of author John D. Charlton, P. Geo. (NI 43-101), dated April 23, 2007	*
74	Consent of author C. Stewart Wallis, P. Geo., of Scott Wilson Roscoe Postle Associates Inc. (NI 43-101) dated April 23, 2007	*
75	MRRS Decision Document (Preliminary)	*
76	Final short form prospectus dated May 1, 2007	*
77	Consent of author C. Stewart Wallis, P. Geo., of Scott Wilson Roscoe Postle Associates Inc. (NI 43-101) dated May 1, 2007	*
78	Consent of author John D. Charlton, P. Geo. (NI 43-101), dated May 1, 2007	*
79	Consent of W. William Boberg (NI 43-101) dated May 1, 2007	*
80	Consent of Cassels Brock & Blackwell LLP dated May 1, 2007	*
81	Consent of McCarthy Tétrault LLP dated May 1, 2007	*
82	Consent of PricewaterhouseCoopers LLP dated May 1, 2007	*
83	MRRS Decision Document (Final)	*

Material Agreements

84	Employment Agreement between Ur-Energy USA, Inc. and W. William Boberg dated January 1, 2007	*
85	Employment Agreement between Ur-Energy USA, Inc. and Harold A. Backer dated January 1, 2007	*
86	Employment Agreement between Ur-Energy USA, Inc. and Jeffrey Klenda dated January 1, 2007	*
87	Employment Agreement between Ur-Energy USA, Inc. and Wayne W. Heili dated February 19, 2007	*

Consents

- | | | |
|----|---|---|
| 88 | Consent of author C. Stewart Wallis, P. Geo., of Scott Wilson Roscoe Postle Associates Inc. | * |
| 89 | Consent of author John D. Charlton, P. Geo. | * |
| 90 | Consent of PricewaterhouseCoopers LLP | * |

Additional Annual Information

- | | |
|-----|---|
| 91 | <u>Annual Information Form for the Year Ended December 31, 2007</u> |
| 92 | <u>Management Discussion and Analysis for the Year Ended December 31, 2007</u> |
| 93 | <u>Form 52-109F1 Certification of Annual Filings for the Year Ended December 31, 2007 CFO</u> |
| 94 | <u>Form 52-109F1 Certification of Annual Filings for the Year Ended December 31, 2007 CEO</u> |
| 95 | <u>Consent of author C. Stewart Wallis, P. Geo., of Scott Wilson Roscoe Postle Associates Inc. (NI 43-101) dated March 28, 2008</u> |
| 96 | <u>Consent of author John D. Charlton, P. Geo. (NI 43-101) dated March 28, 2008</u> |
| 97 | <u>ON Form 13-502F1 Annual Participation Fee for Reporting Issuers for the Year Ended December 31, 2007</u> |
| 98 | <u>Audited Annual Consolidated Financial Statements for the Years Ended December 31, 2007 and 2006, including a United States GAAP reconciliation</u> |
| 99 | <u>Amended Audited Annual Consolidated Financial Statements for the Years Ended December 31, 2007 and 2006, including a United States GAAP reconciliation</u> |
| 100 | <u>Form 52-109F1 Certification of Annual Filings for the Year Ended December 31, 2007 CFO</u> |
| 101 | <u>Form 52-109F1 Certification of Annual Filings for the Year Ended December 31, 2007 CEO</u> |

Additional Quarterly Information

- | | |
|-----|--|
| 102 | <u>Management Discussion and Analysis for the Three-Month Period Ended March 31, 2008</u> |
| 103 | <u>Unaudited Interim Consolidated Financial Statements for the Three-Month Period Ended March 31, 2008</u> |
| 104 | <u>Form 52-109F2 Certification of Interim Filings CFO</u> |
| 105 | <u>Form 52-109F2 Certification of Interim Filings CEO</u> |

Additional Alternative Monthly Reports

- | | |
|-----|---|
| 106 | <u>Alternative Monthly Report dated March 6, 2008</u> |
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Additional Shareholder Meeting Materials

- | | |
|-----|--|
| 107 | <u>Confirmation of Notice of Meeting and Record Date dated March 7, 2008</u> |
| 108 | <u>Notice of Meeting dated April 3, 2008</u> |

- [109 Management Proxy Circular dated April 3, 2008](#)
- [110 Cover letter to shareholders dated April 5, 2008](#)
- [111 Form of proxy for the annual shareholder meeting on May 8, 2008](#)
- [112 Report of proxy voting at the annual shareholder meeting on May 8, 2008](#)

Technical Report

- [113 Technical Report dated April 2, 2008](#)
- [114 Consent of author John Kyle, P.E. \(NI 43-101\), dated April 7, 2008](#)
- [115 Consent of author Douglas K. Maxwell, P.E. \(NI 43-101\), dated April 7, 2008](#)
- [116 Certificate of author John Kyle, P.E. \(NI 43-101\), dated April 7, 2008](#)
- [117 Certificate of author Douglas K. Maxwell, P.E. \(NI 43-101\), dated April 7, 2008](#)

Additional Material Change Reports

- [118 Material Change Report dated January 8, 2008](#)
- [119 Material Change Report dated April 1, 2008](#)

Additional News Releases

- [120 Press Release dated January 7, 2008](#)
- [121 Press Release dated January 24, 2008](#)
- [122 Press Release dated January 31, 2008](#)
- [123 Press Release dated February 1, 2008](#)
- [124 Press Release dated February 1, 2008](#)
- [125 Press Release dated February 4, 2008](#)
- [126 Press Release dated February 4, 2008](#)
- [127 Press Release dated February 29, 2008](#)
- [128 Press Release dated March 24, 2008](#)
- [129 Press Release dated March 26, 2008](#)
- [130 Press Release dated April 2, 2008](#)
- [131 Press Release dated April 3, 2008](#)
- [132 Press Release dated April 9, 2008](#)
- [133 Press Release dated May 8, 2008](#)
- [134 Press Release dated May 9, 2008](#)
- [135 Press Release dated May 22, 2008](#)
- [136 Press Release dated June 11, 2008](#)
- [137 Press Release dated June 17, 2008](#)
- [138 Press Release dated June 19, 2008](#)

Miscellaneous

139 Cover letter dated May 9, 2008 correcting press release dated May 8, 2008

Additional Consents

140 Consent of author John Kyle, P.E. of Lyntek Incorporated

141 Consent of author Douglas K. Maxwell, P.E. of Lyntek Incorporated

142 Consent of PricewaterhouseCoopers LLP

* Previously filed on Form 40-F (SEC File Number 001-33905) filed on January 7,2008.
