

URANERZ ENERGY CORP.
Form 4
June 29, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
HIRSCHMAN DOUGLAS CRAIG

(Last) (First) (Middle)
40 RIVER ROCK ROAD
(Street)
SHERIDAN, WY 82801
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
URANERZ ENERGY CORP. [URZ]

3. Date of Earliest Transaction
(Month/Day/Year)
06/18/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Land

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 4.73	06/18/2015		50,000 <u>(1)</u>	D				07/09/2007	07/09/2017	Common stock	50,000
Option	\$ 2.64	06/18/2015		25,000 <u>(1)</u>	D				01/07/2008	01/07/2018	Common stock	25,000
Option	\$ 0.65	06/18/2015		30,000 <u>(1)</u>	D				01/05/2009	01/05/2019	Common stock	30,000
Option	\$ 1.33	06/18/2015		25,000 <u>(1)</u>	D				01/05/2010	01/05/2020	Common stock	25,000
Option	\$ 3.98	06/18/2015		35,000 <u>(1)</u>	D				01/10/2011	01/10/2021	Common stock	35,000
Option	\$ 3.21	06/18/2015		28,000 <u>(1)</u>	D				04/08/2011	04/08/2021	Common stock	28,000
Option	\$ 1.89	06/18/2015		65,000 <u>(1)</u>	D				12/12/2011	12/12/2021	Common stock	65,000
Option	\$ 1.32	06/18/2015		65,000 <u>(1)</u>	D				12/17/2012	12/16/2022	Common stock	65,000
Option	\$ 1.13	06/18/2015		65,000 <u>(1)</u>	D				12/18/2013	12/17/2023	Common stock	65,000
Option	\$ 1.14	06/18/2015		45,000 <u>(1)</u>	D				01/17/2015	01/16/2025	Common stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIRSCHMAN DOUGLAS CRAIG 40 RIVER ROCK ROAD SHERIDAN, WY 82801			VP, Land	

Signatures

/s/ Douglas Craig
Hirschman

06/26/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

- This transaction reflects the disposition of the securities of the Issuer held by the reporting person pursuant to the Agreement and Plan of Merger dated January 4, 2015, as amended (the "Merger Agreement"), by and among the Issuer, Energy Fuels Inc. (the "Acquirer"), and EFR Nevada Corp. The parties completed the merger on June 18, 2015 (the "Closing Date"), with each share of common stock of the Issuer being exchanged for 0.255 shares of the Acquirer (the "Exchange Ratio").
- (1) This option, which is fully vested and exercisable, was assumed by the Acquirer and replaced with an option to purchase shares of common stock of the Acquirer. Both the number of shares under the option and the exercise price are adjusted by the Exchange Ratio.
 - (2) This option, which is fully vested and exercisable, was assumed by the Acquirer and replaced with an option to purchase shares of common stock of the Acquirer. Both the number of shares under the option and the exercise price are adjusted by the Exchange Ratio.

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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