

URANERZ ENERGY CORP.

Form 8-K

September 04, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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**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 31, 2007**

**URANERZ ENERGY CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Nevada**

(State or Other Jurisdiction of Incorporation)

**000-50180**

(Commission File Number)

**98-0365605**

(IRS Employer Identification No.)

**SUITE 1410 800 WEST PENDER STREET,**

**VANCOUVER, BRITISH COLUMBIA, CANADA V6C 2V6**

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: **(604) 689-1659**

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:

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 7.01. Regulation FD Disclosure.**

On August 31, 2007, the Registrant filed the attached Nichols Ranch Uranium Project, Campbell & Johnson Counties, Wyoming, USA, 43-101 Mineral Resource Report dated April 3, 2007 (the Report) with securities regulatory authorities in Canada, pursuant to Canadian securities laws and the rules of Toronto Stock Exchange. It is hereby being furnished to the Securities and Exchange Commission (SEC) on Form 8-K to satisfy the Company's public disclosure obligations under Regulation FD of the SEC.

The Report was prepared in accordance with National Instrument 43-101 of the Canadian Securities Administrators (NI 43-101) by BRS Inc., a Professional Engineering and Natural Resource Corporation duly licensed in the State of Wyoming, USA and co-authored by Douglas Beahm, P.E., P.G. and Andrew Anderson P.E., P.G. who are both Qualified Persons as defined by NI 43-101. As a company listed on the Toronto Stock Exchange, the Registrant was required to prepare the Report in accordance with NI 43-101, pursuant to Canadian securities laws and the rules of the Toronto Stock Exchange.

All mineral resources have been estimated in accordance with the definition standards on mineral resources and mineral reserves of the Canadian Institute of Mining, Metallurgy and Petroleum referred to in NI 43-101. U.S. reporting requirements for disclosure of mineral properties are governed by the United States Securities and Exchange Commission (SEC) Industry Guide 7 (Guide 7). NI 43-101 and Guide 7 standards are substantially different. The terms mineral reserve, proven mineral reserve and probable mineral reserve are Canadian mining terms as defined in accordance with NI 43-101. These definitions differ from the definitions in Guide 7. Under 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.

The Report uses the terms mineral resource, measured mineral resource, indicated mineral resource and inferred mineral resource. We advise investors that these terms are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. 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. Investors are cautioned not to assume that all or any part of an inferred mineral resource exists or is economically or legally mineable. Disclosure of contained pounds in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute reserves by SEC standards as in place tonnage and grade without reference to unit measures.

On August 31, 2007, the Registrant also issued the attached press release relating to the Report.

**Item 9.01. Exhibits.**

The following exhibits relating to Item 7.01 are intended to be furnished to, not filed with, the SEC pursuant to Regulation FD.

(99.1) Press Release dated August 31, 2007

(99.2) Nichols Ranch Uranium Project, Campbell & Johnson Counties, Wyoming, USA 43-101 Mineral Resource Report dated April 3, 2007

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**SIGNATURES**

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In accordance with the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**URANERZ ENERGY CORPORATION**

(Registrant)

Dated: August 31, 2007

By: /s/ Benjamin Leboe

Benjamin Leboe

Chief Financial Officer and Corporate Secretary

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