

US ENERGY CORP  
Form 8-K  
September 23, 2011

---

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): September 23, 2011 (September 19, 2011)

U.S. ENERGY CORP.  
(Exact Name of Company as Specified in its Charter)

Wyoming (State or other jurisdiction of incorporation or organization)	0-6814 (Commission File No.)	83-0205516 (I.R.S. Employer Identification No.)
--	---------------------------------	---

877 North 8th West, Riverton, WY (Address of principal executive offices)	82501 (Zip Code)
--	---------------------

Registrant's telephone number, including area code: (307) 856-9271

Not Applicable  
Former Name, Former Address or Former Fiscal Year,  
If Changed From Last Report)

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):

Written communications pursuant to Rule 425 under the Securities Act  
Soliciting material pursuant to Rule 14a-12 under the Exchange Act  
Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act  
Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act



ITEM 3.03 MATERIAL MODIFICATIONS TO RIGHTS OF SECURITY HOLDERS

On September 19, 2011, the Rights Agreement dated as of September 19, 2001, and amended on September 30, 2005, between U.S. Energy Corp. (“U.S. Energy”) and Computershare Trust Company, Inc., as rights agent (the “Rights Plan”), expired pursuant to its terms.

SIGNATURES

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.

U.S. ENERGY CORP.

Dated: September 23, 2011

By:

/s/ Keith G. Larsen  
Keith G. Larsen, CEO