

URANERZ ENERGY CORP.  
Form 8-K  
October 15, 2009

**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  
October 15, 2009**

**Date of Report (Date of earliest event reported)  
URANERZ ENERGY CORPORATION  
(Exact name of registrant as specified in its charter)**

**NEVADA**

**001-32974**

**98-0365605**

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**1701 East E Street  
PO Box 50850  
Casper, Wyoming, USA**

**85605**

(Address of principal executive offices)

(Zip Code)

**604-689-1659**

Registrant's telephone number, including area code

**NOT APPLICABLE**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K 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 October 15, 2009 the Registrant issued the attached news release entitled Uranerz Announces Unit Offering of up to US\$20 Million announcing the offer and sale to the public in the United States and Canada of up to 10,000,000 units of the Company. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference. In accordance with General Instruction B.2 of Form 8-K, the information in Item 7.01 of this report, including the exhibits attached hereto which are incorporated herein by reference, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended ( the Exchange Act ), nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Exhibits**

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

**Exhibit**

**Number Description of Exhibit**

99.1 Press Release dated October 15, 2009

The following exhibits are hereby incorporated by reference as exhibits into the Registrant s registration statement on Form S-3 (File No. 333-160504).

**Exhibit**

**Number Description of Exhibit**

99.2 Consent of Andrew Anderson, PE, PG

99.3 Consent of Douglas Beahm, PE, PG

99.4 Consent of Kurtis Brown, PG

99.5 Consent of BRS Inc.

99.6 Consent of Douglas Graves, PE

99.7 Consent of Don R. Woody, PG

99.8 Consent of Matthew Yovich, PE

**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.

**URANERZ ENERGY CORPORATION**

**DATE: October 15, 2009**

By: */s/ Sandra R. MacKay*  
**Sandra R. MacKay**  
**Corporate Secretary**