
**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

June 10, 2015

Date of Report (Date of earliest event reported)

Uranerz Energy Corporation

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation)

001-32974
(Commission File Number)

98-0365605
(IRS Employer
Identification No.)

**1701 East "E" Street
PO Box 50850
Casper, Wyoming, USA**
(Address of principal executive offices)

82605
(Zip Code)

(307) 265-8900
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))

Item 7.01 Regulation FD Disclosure

As previously disclosed, on January 5, 2015, Uranerz Energy Corporation, a Nevada corporation (“**Uranerz**”), entered into an Agreement and Plan of Merger (the “**Merger Agreement**”) with Energy Fuels Inc., an Ontario corporation (“**Energy Fuels**”), and EFR Nevada Corp., a Nevada corporation and wholly owned subsidiary of a subsidiary of Energy Fuels (“**Merger Sub**”). The Merger Agreement provides for a business combination whereby Merger Sub will merge with and into Uranerz (the “**Merger**”), and as a result Uranerz will continue as the surviving operating corporation and as an indirectly wholly owned subsidiary of Energy Fuels.

News Release

On June 10, 2015, Uranerz issued a press release announcing that Institutional Shareholder Services Inc. (“**ISS**”), the largest independent proxy advisory firm, has recommended that Energy Fuels and Uranerz shareholders support the Merger at the Energy Fuels Annual and Special Meeting and the Uranerz Special Meeting (the “**Press Release**”).

A copy of the Press Release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The Press Release is furnished and not filed pursuant to Item 7.01 as Exhibit 99.1 hereto. Such information shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of Uranerz’ filings under the Securities Act or the Exchange Act whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

Item 8.01 Other Events

Please see the disclosures set forth under “Item 7.01 Regulation FD Disclosure”, which are incorporated by reference into this Item 8.01.

The Press Release is furnished and not filed pursuant to Item 8.01 as Exhibit 99.1 hereto. Such information shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of Uranerz’ filings under the Securities Act or the Exchange Act whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

Additional Information

This communication may be deemed to be solicitation material in respect of the proposed combination of Uranerz and Energy Fuels. In connection with the proposed business combination, Energy Fuels has filed relevant materials with the SEC, including a registration statement on Form F-4 that includes a proxy statement of Uranerz that also constitutes a prospectus of Energy Fuels. STOCKHOLDERS OF URANERZ ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE REGISTRATION STATEMENT AND THE PROXY STATEMENT AND PROSPECTUS INCLUDED THEREIN, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain the documents free of charge at the SEC’s web site, <http://www.sec.gov>.

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

Safe Harbor Statement

This Current Report on Form 8-K contains forward-looking statements that involve risks, uncertainties, and assumptions that are difficult to predict. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of risks and uncertainties including, without limitation, the parties' ability to consummate the Merger; the conditions to the completion of the Merger, including the receipt of shareholder and regulatory approvals required for the Merger may not be obtained on the terms expected or on the anticipated schedule; the parties' ability to meet expectations regarding the timing, completion and accounting and tax treatments of the Merger; the volatility of the international marketplace; future uranium prices; the ability to raise capital to fund project development; the ability to complete future acquisitions and other risk factors as described from time to time in Uranerz' periodic reports filed with the Securities and Exchange Commission. Uranerz undertakes no obligation to update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Exhibit
<u>99.1</u>	<u>News Release dated June 10, 2015</u> <u>(1)</u> , <u>(2)</u>

(1) Filed herewith

(2) The exhibit relating to Item 7.01 is intended to be furnished to, not filed with, the SEC pursuant to Regulation FD.

SIGNATURES

In accordance with 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 thereunto duly authorized.

URANERZ ENERGY CORPORATION

DATE: June 10, 2015

By: /s/ "Glenn Catchpole"

Glenn Catchpole
Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Exhibit
<u>99.1</u>	<u>News Release dated June 10, 2015</u> , <u>(1), (2)</u>

(1) Filed herewith

(2) The exhibit relating to Item 7.01 is intended to be furnished to, not filed with, the SEC pursuant to Regulation FD.

**Largest Independent Advisory Firm ISS Supports the Proposed
Merger/Acquisition Between Energy Fuels and Uranerz Energy**

June 10, 2015

Lakewood, Colorado and Casper, Wyoming – Energy Fuels Inc. (NYSE MKT: UUUU, TSX: EFR) (“Energy Fuels”) and Uranerz Energy Corporation (NYSE MKT: URZ, TSX: URZ, Frankfurt: U9E) (“Uranerz”) are pleased to announce that Institutional Shareholder Services Inc. (“ISS”), the largest independent proxy advisory firm, has recommended that Energy Fuels and Uranerz shareholders support the proposed acquisition by Energy Fuels of all the issued and outstanding shares of Uranerz (the “Transaction”) at the Energy Fuels Annual and Special Meeting and the Uranerz Special Meeting. Each company is scheduled to host its own shareholder meeting to consider the Transaction on June 18, 2015.

Energy Fuels recommends that its shareholders read the Amended Management Information Circular dated May 21, 2015 with respect to the Transaction, which was mailed to Energy Fuels shareholders of record as of April 20, 2015. The Amended Management Information Circular is available on SEDAR at www.sedar.com, on EDGAR at www.sec.gov, and on Energy Fuels’ website at www.energyfuels.com.

Uranerz recommends that its shareholders read the Proxy Statement dated May 26, 2015 with respect to the Transaction, which was recently mailed to Uranerz shareholders of record as of May 26, 2015. The Proxy Statement is available on EDGAR at www.sec.gov, SEDAR at www.sedar.com and on Uranerz’ website at www.uranerz.com.

The board of directors of each of Energy Fuels and Uranerz unanimously recommend that their respective shareholders vote FOR the Transaction proposal to be considered at the upcoming shareholder meetings scheduled for June 18, 2015.

Proxy Submission Deadlines:

Energy Fuels shareholders of record are reminded to vote before the proxy cut-off time of 5:00 p.m. (Eastern Time) on Tuesday, June 16, 2015.

Uranerz shareholders of record are reminded to vote before the proxy cut-off time of 10:00 a.m. (Mountain Time) on Wednesday, June 17, 2015.

If you have not yet received your proxy materials or require any assistance in completing your proxy, please consult with our joint proxy solicitor, Alliance Advisors LLC, by telephone at 1-888-693-8683 toll-free in North America or online at www.cesvote.com. Please read the proxy cards for voting instructions and for additional information on voting shares.

About Energy Fuels

Energy Fuels is currently America’s largest conventional uranium producer. Energy Fuels operates the White Mesa Mill, which is the only conventional uranium mill currently operating in the U.S. The mill is capable of processing 2,000 tons per day of uranium ore and has a licensed capacity of over 8 million pounds of U3O8. Energy Fuels has projects located in a number of Western U.S. states, including a producing mine, mines on standby, and mineral properties in various stages of permitting and development. The Company’s common shares are listed on the NYSE MKT under the trading symbol “UUUU”, and on the Toronto Stock Exchange under the trading symbol “EFR”.

About Uranerz Energy Corporation

Uranerz Energy Corporation is a US-domiciled uranium company. Uranerz' Nichols Ranch unit is its first ISR uranium mine. ISR, or in-situ recovery, is a mining process that uses a leaching solution to extract uranium from sandstone uranium deposits; it is the generally accepted extraction technology used in the Powder River Basin area of Wyoming. Uranerz controls a large strategic land position in the central Powder River Basin. Uranerz' management team has specialized expertise in the ISR uranium mining method and a record of licensing, constructing and operating ISR uranium projects. Uranerz has entered into long-term uranium sales contracts for a portion of its planned production with Exelon and one other of the largest nuclear utilities in the country. Uranerz common shares are listed on the NYSE MKT under the trading symbol "URZ," on the Toronto Stock Exchange under the trading symbol "URZ," and on the Frankfurt Stock Exchange under the trading symbol "U9E."

Additional information about Uranerz is available on the Uranerz website at www.uranerz.com, under its profile on EDGAR at www.sec.gov, or on SEDAR at www.sedar.com.

IMPORTANT INFORMATION FOR INVESTORS AND STOCKHOLDERS

This announcement is for informational purposes only and does not constitute an offer to purchase, a solicitation of an offer to sell the shares of common stock of Uranerz or a solicitation of any proxy, vote or approval. Energy Fuels has filed with the United States Securities and Exchange Commission ("SEC") a registration statement on Form F-4 that includes a proxy statement of Uranerz that also constitutes a prospectus of Energy Fuels. Energy Fuels and Uranerz have also filed other documents with securities regulatory authorities in Canada and the United States regarding the proposed Transaction.

INVESTORS AND STOCKHOLDERS OF URANERZ AND ENERGY FUELS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Anyone may obtain copies of these documents free of charge under Energy Fuels' profile on SEDAR at www.sedar.com or EDGAR at www.sec.gov, or by accessing Energy Fuels' website at www.energyfuels.com under the heading "Investors" and from Energy Fuels directly by contacting Curtis Moore, Investor Relations: (303) 974-2140. Documents are also available free of charge under Uranerz' profile on EDGAR at www.sec.gov or on SEDAR at www.sedar.com, or by accessing Uranerz' website at www.uranerz.com under the heading "Investors" and from Uranerz directly by contacting Derek Iwanaka, Investor Relations: (800) 689-1659. Energy Fuels, Uranerz, their respective directors and certain of their executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Uranerz in connection with the proposed transaction. Information about the directors and executive officers of Uranerz is set forth in its proxy statement for its 2014 annual meeting of shareholders, which was filed with the SEC on April 29, 2014. Information about the directors and executive officers of Energy Fuels can be found in its 2014 management information circular dated March 26, 2014, which is available at www.sedar.com and www.sec.gov. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, are contained in the proxy statement/prospectus and other relevant materials filed with the SEC.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information contained in this news release, including any information relating to the proposed Transaction, the dates of the shareholder meetings and any other statements regarding Energy Fuels' and/or Uranerz' future expectations, beliefs, goals or prospects constitute forward-looking information within the meaning of applicable securities legislation (collectively, "forward-looking statements"). All statements in this news release that are not statements of historical fact (including statements containing the words "expects", "does not expect", "plans", "anticipates", "does not anticipate", "believes", "intends", "estimates", "projects", "potential", "scheduled", "forecast", "budget" and similar expressions) should be considered forward-looking statements. All such forward-looking statements are subject to important risk factors and uncertainties, many of which are beyond Energy Fuels' and Uranerz' ability to control or predict. A number of important factors could cause actual results or events to differ materially from those indicated or implied by such forward-looking statements, including without limitation: the parties' ability to consummate the Transaction; the conditions to the completion of the Transaction, including the receipt of shareholder and regulatory approvals required for the Transaction, may not be obtained on the terms expected or on the anticipated schedule; the parties' ability to meet expectations regarding the timing, completion and accounting and tax treatments of the Transaction; and other risk factors as described in Energy Fuels' and Uranerz' most recent annual information forms and annual and quarterly financial reports.

Energy Fuels and Uranerz assume no obligation to update the information in this communication, except as otherwise required by law. Additional information identifying risks and uncertainties is contained in Energy Fuels' and Uranerz' respective filings with the various securities commissions which are available online at www.sec.gov and www.sedar.com. Forward-looking statements are provided for the purpose of providing information about the current expectations, beliefs and plans of the management of each of Energy Fuels and Uranerz relating to the future. Readers are cautioned that such statements may not be appropriate for other purposes. Readers are also cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.

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