

URANIUM ENERGY CORP  
Form 8-K  
March 10, 2016

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**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**

**March 6, 2016**

Date of Report (Date of earliest event reported)

**URANIUM ENERGY CORP.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of  
incorporation)

**001-33706**

(Commission File  
Number)

**98-0399476**

(IRS Employer Identification  
No.)

**1030 West Georgia Street, Suite 1830**

**Vancouver, British Columbia**

(Address of principal executive offices)

**V6E 2Y3**

(Zip Code)

**(604) 682-9775**

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:

|                          |  |
|--------------------------|--|
| <input type="checkbox"/> | Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)                  |
| <input type="checkbox"/> | Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)                 |
| <input type="checkbox"/> | Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)) |
| <input type="checkbox"/> | Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)) |

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## Section 1 Registrant's Business and Operations

### Item 1.01 Entry Into a Material Definitive Agreement.

On March 6, 2016, Uranium Energy Corp., a Nevada corporation (the "**Company**"), entered into a securities purchase agreement (the "**Securities Purchase Agreement**") with institutional investors, pursuant to which the Company agreed to sell an aggregate of 12,364,704 shares of its common stock (the "**Shares**") and warrants to purchase a total of 6,182,351 shares of its common stock (the "**Warrants**") to such investors for gross proceeds of approximately \$10.51 million. The Shares and Warrants are being sold in units (the "**Units**"), with each Unit consisting of one Share and 0.50 of one Warrant. Each whole Warrant entitles the holder to purchase one share of common stock (each, a "**Warrant Share**") at an exercise price of \$1.20 per Warrant Share, and is exercisable at any time within three years from the date of issuance (collectively, the "**Offering**"). The purchase price per Unit is \$0.85.

The Company entered into an agency agreement dated March 9, 2016, (the "**Agency Agreement**") with Dundee Securities Ltd., Dundee Securities Inc. and Rodman & Renshaw, a unit of H.C. Wainwright & Co., LLC (collectively, the "**Placement Agents**"). Pursuant to the Agency Agreement, the Placement Agents agreed to use their reasonable best efforts to arrange for the sale of the Units in a registered direct public offering. As consideration, the Company agreed to pay aggregate placement agent fees of 6% of the gross proceeds of the Offering to the Placement Agents and to Cantor Fitzgerald Canada Corporation and Haywood Securities Inc., the Company's financial advisors, in connection with the Offering, with reduced placement agent fees of 2% payable on gross proceeds sold to purchasers included on a president's list. The Company also agreed to issue to the Placement Agents and the financial advisors the same percentages of common stock purchase warrants to purchase shares of common stock (each, an "**Agent Warrant**"), which each such Agent Warrant having the same terms as the Warrants.

The net proceeds to the Company from the registered direct public Offering, after deducting the placement agent fees and expenses, the Company's estimated offering expenses, and excluding the proceeds, if any, from the exercise of the Warrants issued in the offering or the Agent Warrants, are expected to be approximately \$10.08 million.

The Shares, Warrants, Warrant Shares, Agent Warrants and Agent Warrant Shares will be issued pursuant to a prospectus supplement dated as of March 9, 2016, which was filed with the Securities and Exchange Commission (the "**SEC**") in connection with a takedown from the Company's shelf registration statement on Form S-3 (File No. 333-193104), which became effective on January 10, 2014, and the base prospectus dated as of January 10, 2014 contained in such registration statement.

The legal opinion of McMillan LLP relating to the legality of the issuance and sale of the Shares, Warrants, Warrant Shares, Agent Warrants and Agent Warrant Shares is attached as Exhibit 5.1 to this Current Report on Form 8-K.

The description of terms and conditions of the Agency Agreement, the Warrants, the Agent Warrants and the Securities Purchase Agreement set forth herein do not purport to be complete and are qualified in their entirety by the full text of the Agency Agreement, the form of Warrant (which is the same form for both the Warrants and the Agent Warrants) and the form of Securities Purchase Agreement, which are attached hereto as Exhibits 1.1, 4.1 and 10.1, respectively, and incorporated herein by reference.

The Agency Agreement and the Securities Purchase Agreement contain representations and warranties that the parties made to, and solely for the benefit of, the other in the context of all of the terms and conditions of that agreement and in the context of the specific relationship between the parties. The provisions of the Agency Agreement and the Securities Purchase Agreement, including the representations and warranties contained therein, are not for the benefit of any party other than the parties to such agreements and are not intended as documents for investors and the public to obtain factual information about the current state of affairs of the parties to those documents and agreements. Rather, investors and the public should look to other disclosures contained in the Company's filings with the SEC.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

1.1 Agency Agreement, dated as of March 9, 2016 by and between Uranium Energy Corp., Dundee Securities Ltd., Dundee S

4.1 Form of Warrant.

5.1 Opinion of McMillan LLP.

10.1 Form of Securities Purchase Agreement, dated as of March 6, 2016, by and between Uranium Energy Corp. and the invest

23.1 Consent of McMillan LLP (included in Exhibit 5.1).

**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.

**URANIUM ENERGY CORP.**

**DATE: March 10, 2016**

By:

/s/ Pat Obara

**Pat Obara**

**Chief Financial Officer**

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