

URANIUM ENERGY CORP  
Form 8-K  
October 29, 2010

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 26, 2010

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.)

500 North Shoreline, Suite 800N  
Corpus Christi, Texas

(Address of principal executive offices)

78471

(Zip Code)

(361) 888-8235

(Registrant's telephone number, including area code)

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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 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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SECTION 3 - SECURITIES AND TRADING MARKETS

Item 3.02 Unregistered Sales of Equity Securities.

Effective after the close on October 26, 2010, Uranium Energy Corp (the "Company") completed a private placement financing (the "Private Placement") involving the sale of an aggregate of 8,111,313 units of the Company (each a "Unit") at a subscription price of \$3.40 per Unit, for gross proceeds of \$27,578,464.20.

Each Unit is comprised of one common share (each a "Unit Share") and one-half of one transferable common stock purchase warrant (each a "Warrant") of the Company, with each such whole Warrant being exercisable for one additional common share of the Company (each a "Warrant Share") at an exercise price of \$3.95 per Warrant Share for a period of one year from closing.

The Company relied on exemptions from registration under the United States *Securities Act of 1933*, as amended, provided by Rule 506 of Regulation D and Regulation S, based on representations and warranties provided by the purchasers of the Units in their respective subscription agreements entered into between each purchaser and the Company.

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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: October 28,  
2010.

By: "Pat Obara"  
Name: **Pat Obara**  
Title: Secretary, Treasurer and Chief Financial Officer

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