

URANERZ ENERGY CORP.
Form POS AM
June 24, 2015

As filed with the Securities and Exchange Commission on June 24, 2015

Registration Statement No. 333-126333

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-3
POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM SB-2
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
URANERZ ENERGY CORPORATION**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

98-0365605

(I.R.S. Employer Identification No.)

**1701 East E Street
P.O. Box 50850
Casper, Wyoming 82605
(307) 265-8900**

(Address of principal executive offices)

**ENERGY FUELS RESOURCES (USA) INC.
225 Union Blvd., Suite 600
Lakewood, Colorado 80228**

(Name and address of agent for service)

(303) 389-4130

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of Accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act (Check one):

Large Accelerated Filer [] Accelerated Filer [X]

Non-Accelerated Filer []

Smaller Reporting Company
[]

DEREGISTRATION OF SECURITIES; TERMINATION OF REGISTRATION STATEMENT

This Post-Effective Amendment (the **Post-Effective Amendment**) constitutes the Post-Effective Amendment No. 1 to the registration statement on Form S-3 (File No. 333-126333) (the **Registration Statement**) filed by Uranerz Energy Corporation (the **Company**).

The Company is filing this amendment to its previous Registration Statement on Form SB-2 under the cover of Form S-3 pursuant to the compliance provisions in SEC Release No. 33-8876, which allows registrants that filed a registration statement under cover of Form SB-2 to amend such registration statements under cover of Form S-3.

On January 5, 2015, the Company entered into an Agreement and Plan of Merger, as amended (the **Merger Agreement**), with Energy Fuels Inc. (**Energy Fuels**) and EFR Nevada Corp. (**Merger Sub**), a wholly owned indirect subsidiary of Energy Fuels. Pursuant to the Merger Agreement, on June 18, 2015, Merger Sub merged with and into the Company, and the Company continued as the surviving corporation and as a wholly-owned indirect subsidiary of Energy Fuels (the **Transaction**).

As a result of the Transaction, the offering pursuant to the Registration Statement has been terminated because the Company intends to deregister its Common Stock under the Securities Exchange Act of 1934, as amended. In accordance with undertakings made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any securities which remain unsold at the termination of the offerings thereunder, the Company hereby removes from registration all shares of common stock registered but not sold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lakewood, State of Colorado, United States of America, on June 24, 2015.

URANERZ ENERGY CORPORATION

/s/ Stephen P. Antony_____

Name: Stephen P. Antony
Title: President and Chief Executive Officer
(Principal Executive Officer)

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 4 to Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|--------------------|
| <u>/s/ Stephen P. Antony</u> Stephen P. Antony | President, Chief Executive Officer and Director (Principal Executive Officer) | June 24, 2015 |
| <u>/s/ Daniel G. Zang</u> Daniel G. Zang | Chief Financial Officer (Principal Financial and Accounting Officer) | June 24, 2015 |
| <u>/s/ David C. Frydenlund</u> David C. Frydenlund | Director | June 24, 2015 |
