

URANERZ ENERGY CORP.
Form 5
January 23, 2015

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
LEBOE BENJAMIN

(Last) (First) (Middle)

**16730 CARRS LANDING
RD, LAKE COUNTRY, BRITISH
COLUMBIA**

(Street)

CANADA V4V 1B2, A1A 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
URANERZ ENERGY CORP. [URZ]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr VP Finance and CFO

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| common shares | 12/08/2014 | Â | S | Amount (1) 5,000 (D) Price \$ 1.25 | 11,000 | D | Â |
| COMMON SHARES | 12/08/2014 | Â | S | Amount (2) 11,000 (A) Price \$ 1.15 | 0 (2) | D | Â |
| COMMON SHARES | 12/08/2014 | Â | P | Amount (3) 16,000 (A) Price \$ 1.23 | 16,000 (3) | D | Â |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Sc B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable (A) (D) | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEBOE BENJAMIN 16730 CARRS LANDING RD LAKE COUNTRY, BRITISH COLUMBIA CANADA V4V 1B2, A1A 00000 | Â | Â | Â Sr VP Finance and CFO | Â |

Signatures

BENJAMIN
LEBOE 01/23/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) PART 1 OF A THREE STEP TRANSACTION TRANSFERRING 16,000 COMMON SHARES HELD IN TWO ACCOUNTS INTO ONE DIFFERENT ACCOUNT IN A CANADIAN BANK, ALL DIRECTLY BENEFICIALLY OWNED, FOR RETIREMENT AND ESTATE PLANNING.
- (2) PART 2 OF A THREE STEP TRANSACTION TRANSFERRING 16,000 COMMON SHARES HELD IN TWO ACCOUNTS INTO ONE DIFFERENT ACCOUNT IN A CANADIAN BANK, ALL DIRECTLY BENEFICIALLY OWNED, FOR RETIREMENT AND ESTATE PLANNING.
- (3) PART 3 OF A THREE STEP TRANSACTION TRANSFERRING 16,000 COMMON SHARES HELD IN TWO ACCOUNTS INTO ONE DIFFERENT ACCOUNT IN A CANADIAN BANK, ALL DIRECTLY BENEFICIALLY OWNED, FOR RETIREMENT AND ESTATE PLANNING.

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Remarks:

SEEÂ EXPLANATORYÂ NOTES

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.