



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

June 17, 2022

Ryan Smith  
Chief Executive Officer  
U.S. Energy Corp.  
675 Bering Drive  
Suite 390  
Houston, TX 77057

**Re: U.S. Energy Corp.**  
**Registration Statement on Form S-3**  
**Filed June 10, 2022**  
**File No. 333-265532**

Dear Mr. Smith:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Arthur Tornabene-Zalas at (202) 551-3162 or Kevin Dougherty, Staff Attorney, at (202) 551-3271 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Energy & Transportation

cc: David M. Loev, Esq.