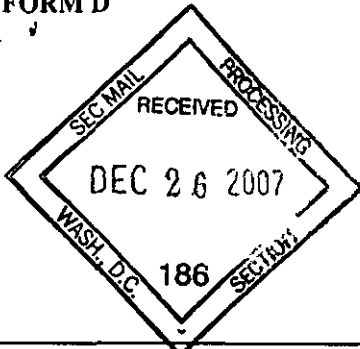


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07087392



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

**FORM D**  
NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

Prefix		Serial
DATE RECEIVED		

Name of Offering (  check if this is an amendment and name has changed, and indicate change.)  
**URANIUM ENERGY CORP. - Rule 506 private placement of up to 266,000 units at \$3.75 per unit and related rights to receive as liquidated damages certain "Liquidated Damages Warrants" upon default of certain obligations of the Issuer under a registration rights agreement to be entered into with the purchasers of the units.**<sup>(1)</sup>

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  **Rule 506**  Section 4(6)  ULOE  
Type of Filing:  New Filing  Amendment

**A. BASIC IDENTIFICATION DATA**

1. Enter the information requested about the issuer  
Name of Issuer (  check if this is an amendment and name has changed, and indicate change.)  
**URANIUM ENERGY CORP.**  
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
**230-9801 Anderson Mill Road, Austin, Texas 78750 (512) 721-1022**  
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if Telephone Number (Including Area Code)  
different from Executive Offices)

Brief Description of Business  
**Acquiring and exploring properties for the existence of uranium in the United States.**

Type of Business Organization  
 corporation  limited partnership, already formed  other (please specify):  
 business trust  limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year  
0 5 2 0 0 3  Actual  Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) **[NV]**

**GENERAL INSTRUCTIONS**  
**Federal:**  
*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).  
*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.  
*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.  
*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.  
*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.  
*Filing Fee:* There is no federal filing fee.  
**State:**  
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

**ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

(1) Each unit consists of one common share, par value of \$0.001, and one warrant (each, a "Warrant"). Each Warrant entitles the holder to purchase one additional common share at an exercise price of \$4.25 per share for a period of one year. Each purchaser will also receive the right to acquire upon default of certain obligations under a related registration rights agreement, and during each period of 30 calendar days (pro rated for partial periods) during which the default remains uncured, an amount of Warrants (each a "Liquidated Damages Warrant") equal to one one-hundredth (1/100th) of a Liquidated Damages Warrant for each \$1.00 of the aggregate purchase price paid by the purchaser for units, subject to a maximum number of Liquidated Damages Warrants as set out in the registration rights agreement.

Potential persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General/Managing Partner

Full Name (Last name first, if individual)

**ADNANI, AMIR**

Business or Residence Address (Number and Street, City, State, Zip Code)

**230-9801 Anderson Mill Road, Austin, Texas 78750**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General/Managing Partner

Full Name (Last name first, if individual)

**LINDSAY, ALAN**

Business or Residence Address (Number and Street, City, State, Zip Code)

**230-9801 Anderson Mill Road, Austin, Texas 78750**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General/Managing Partner

Full Name (Last name first, if individual)

**ANTHONY, HARRY**

Business or Residence Address (Number and Street, City, State, Zip Code)

**230-9801 Anderson Mill Road, Austin, Texas 78750**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General/Managing Partner

Full Name (Last name first, if individual)

**OBARA, PAT**

Business or Residence Address (Number and Street, City, State, Zip Code)

**230-9801 Anderson Mill Road, Austin, Texas 78750**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General/Managing Partner

Full Name (Last name first, if individual)

**ESSIGER, ERIK**

Business or Residence Address (Number and Street, City, State, Zip Code)

**230-9801 Anderson Mill Road, Austin, Texas 78750**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General/Managing Partner

Full Name (Last name first, if individual)

**OBOLENSKY, IVAN**

Business or Residence Address (Number and Street, City, State, Zip Code)

**230-9801 Anderson Mill Road, Austin, Texas 78750**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General/Managing Partner

Full Name (Last name first, if individual)

**DELLA VOLPE, VINCENT**

Business or Residence Address (Number and Street, City, State, Zip Code)

**230-9801 Anderson Mill Road, Austin, Texas 78750**

(Use blank sheet, or copy and use additional copies of this sheet as necessary)

**B. INFORMATION ABOUT OFFERING**

- 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No  
 Answer also in Appendix, Column 2, if filing under ULOE. [ ] [X]
- 2. What is the minimum investment that will be accepted from any individual?..... N/A.  
 Yes No
- 3. Does the offering permit joint ownership of a single unit?..... [X] [ ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)  
**NATIONAL BANK FINANCIAL INC.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**Suite 3300, Park Place, 666 Burrard Street, Vancouver, British Columbia, Canada V6C 2X8**

Name of Associated Broker or Dealer  
**NATIONAL BANC FINANCIAL INC.**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) ~ All States  
 [AL]  [AK]  [AZ]  [AR]  [CA]  [CO]  [CT]  [DE]  [DC]  [FL]  [GA]  [HI]  [ID]  
 [IL]  [IN]  [IA]  [KS]  [KY]  [LA]  [ME]  [MD]  [MA]  [MI]  [MN]  [MS]  [MO]  
 [MT]  [NE]  [NV]  [NH]  [NJ]  [NM]  [NY]  [NC]  [ND]  [OH]  [OK]  [OR]  [PA]  
 [RI]  [SC]  [SD]  [TN]  [TX]  [UT]  [VT]  [VA]  [WA]  [WV]  [WI]  [WY]  [PR]

Full Name (Last name first, if individual)  
**RBC DOMINION SECURITIES INC.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**77 King Street West, Toronto, Ontario, Canada M5W 1P9**

Name of Associated Broker or Dealer  
**RBC CAPITAL MARKETS CORP.**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) ~ All States  
 [AL]  [AK]  [AZ]  [AR]  [CA]  [CO]  [CT]  [DE]  [DC]  [FL]  [GA]  [HI]  [ID]  
 [IL]  [IN]  [IA]  [KS]  [KY]  [LA]  [ME]  [MD]  [MA]  [MI]  [MN]  [MS]  [MO]  
 [MT]  [NE]  [NV]  [NH]  [NJ]  [NM]  [NY]  [NC]  [ND]  [OH]  [OK]  [OR]  [PA]  
 [RI]  [SC]  [SD]  [TN]  [TX]  [UT]  [VT]  [VA]  [WA]  [WV]  [WI]  [WY]  [PR]

Full Name (Last name first, if individual)  
**CANACCORD CAPITAL CORPORATION**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**P.O. Box 10337, Pacific Centre, 2200 - 609 Granville Street, Vancouver, British Columbia, Canada V7Y 1H2**

Name of Associated Broker or Dealer  
**CANACCORD ADAMS INC.**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) ~ All States  
 [AL]  [AK]  [AZ]  [AR]  [CA]  [CO]  [CT]  [DE]  [DC]  [FL]  [GA]  [HI]  [ID]  
 [IL]  [IN]  [IA]  [KS]  [KY]  [LA]  [ME]  [MD]  [MA]  [MI]  [MN]  [MS]  [MO]  
 [MT]  [NE]  [NV]  [NH]  [NJ]  [NM]  [NY]  [NC]  [ND]  [OH]  [OK]  [OR]  [PA]  
 [RI]  [SC]  [SD]  [TN]  [TX]  [UT]  [VT]  [VA]  [WA]  [WV]  [WI]  [WY]  [PR]

Full Name (Last name first, if individual)  
 .

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) ~ All States  
 [AL]  [AK]  [AZ]  [AR]  [CA]  [CO]  [CT]  [DE]  [DC]  [FL]  [GA]  [HI]  [ID]  
 [IL]  [IN]  [IA]  [KS]  [KY]  [LA]  [ME]  [MD]  [MA]  [MI]  [MN]  [MS]  [MO]  
 [MT]  [NE]  [NV]  [NH]  [NJ]  [NM]  [NY]  [NC]  [ND]  [OH]  [OK]  [OR]  [PA]  
 [RI]  [SC]  [SD]  [TN]  [TX]  [UT]  [VT]  [VA]  [WA]  [WV]  [WI]  [WY]  [PR]

(Use blank sheet, or copy and use additional copies of this sheet as necessary)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$0	\$0
Equity .....	\$	\$
[ ] Common [ ] Preferred		
Convertible Securities (including warrants) <sup>(1)</sup> .....	\$0	\$0
Partnership Interests .....	\$0	\$0
Other (Specify): <b>266,000 Units<sup>(1)</sup> at a price of \$3.75 per Unit.</b>	<b>\$997,500</b>	<b>\$997,500</b>
<b>Total</b> .....	<b>\$997,500</b>	<b>\$997,500</b>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<b>39</b>	<b>\$997,500</b>
Non-accredited Investors .....	0	\$0
Total (for filings under Rule 504 only) .....	0	\$0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	0	\$0
Regulation A .....	0	\$0
Rule 504 .....	0	\$0
Total .....	0	\$0

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$
Printing and Engraving Costs .....	<input type="checkbox"/>	\$
<b>Legal Fees</b> .....	<input checked="" type="checkbox"/>	<b>\$5,000</b>
Accounting Fees .....	<input type="checkbox"/>	\$
Engineering Fees .....	<input type="checkbox"/>	\$
<b>Sales Commissions (Specify finder's fees separately)</b> .....	<input checked="" type="checkbox"/>	<b>\$59,850<sup>(2)</sup></b>
<b>Other Expenses (identify): State Filing Fees</b> .....	<input checked="" type="checkbox"/>	<b>\$2,385</b>
<b>Total</b> .....	<input checked="" type="checkbox"/>	<b>\$67,235</b>

(1) Each unit consists of one common share, par value of \$0.001, and one warrant (each, a "Warrant"). Each Warrant entitles the holder to purchase one additional common share at an exercise price of \$4.25 per share for a period of one year. Each purchaser will also receive the right to acquire upon default of certain obligations under a related registration rights agreement, and during each period of 30 calendar days (pro rated for partial periods) during which the default remains uncured, an amount of Warrants (each a "Liquidated Damages Warrant") equal to one one-hundredth (1/100th) of a Liquidated Damages Warrant for each \$1.00 of the aggregate purchase price paid by the purchaser for units, subject to a maximum number of Liquidated Damages Warrants as set out in the registration rights agreement.

(2) No sales commissions were paid, but finder's fees in the aggregate amount of \$59,850 were paid in connection with this non-brokered placement in the following amounts: \$29,925 to National Bank Financial Inc., \$23,940 to RBC Dominion Securities Inc. and \$5,985 to Canaccord Capital Corporation, respectively.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

4. b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a.  
 This difference is the "adjusted gross proceeds to the issuer." .....

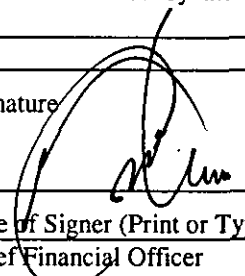
\$930,265

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payments to Officers, Directors, & Affiliates		Payments to Others
Salaries and fees .....	[ ]	\$0	[ ]	\$0
Purchase of real estate .....	[ ]	\$0	[ ]	\$0
Purchase, rental or leasing and installation of machinery and equipment .....	[ ]	\$0	[ ]	\$0
Construction or leasing of plant buildings and facilities .....	[ ]	\$0	[ ]	\$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	[ ]	\$0	[ ]	\$0
Repayment of indebtedness .....	[ ]	\$0	[ ]	\$0
Working capital .....	[ ]	\$0	[ ]	\$0
<b>Other (specify): EXPLORATION AND DEVELOPMENT OF ISSUER'S GOLIAD PROJECT, LAND AND PROJECT ACQUISITIONS AND GENERAL CORPORATE PURPOSES</b> .....	[ ]	\$0	[X]	\$930,265
Column Totals .....	[ ]	\$0	[X]	\$930,265
<b>Total Payments Listed (column totals added) .....</b>		[X]	[X]	<u>\$930,265</u>

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

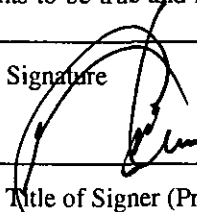
Issuer (Print or Type)	Signature	Date
<b>URANIUM ENERGY CORP.</b>		December 19, 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Pat Obara	Chief Financial Officer	

**ATTENTION**  
 Intentional misstatements or omissions of fact constitute federal criminal violations.  
 (See 18 U.S.C. 1001.)

**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?..... Yes No  
[ ] [X]
- See Appendix, Column 5, for state response
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly signed person.

Issuer (Print or Type)	Signature	Date
<b>URANIUM ENERGY CORP.</b>		<b>December 19, 2007</b>
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Pat Obara	Chief Financial Officer	

*Instruction:*

*Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.*

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and Amount purchases in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL			Share of Common Stock and One Stock Purchase Warrant (UNIT <sup>(1)</sup> )						
AK									
AZ									
AR									
CA		X	232,800 Units and Related Rights <sup>(1)</sup> at an aggregate price of \$873,000	33	\$873,000	0	0		X
CO									
CT		X	5,300 Units and Related Rights <sup>(1)</sup> at an aggregate price of \$19,875	1	\$19,875	0	0		X
DE									
DC									
FL									
GA									
HI									
ID									
IL		X	6,700 Units and Related Rights <sup>(1)</sup> at an aggregate price of \$25,125	1	\$25,125	0	0		X
IA									
KS									
KY									
LA									
ME									
MD		X	5,300 Units and Related Rights <sup>(1)</sup> at an aggregate price of \$19,875	1	\$19,875	0	0		X
MA									
MI		X	5,300 Units and Related Rights <sup>(1)</sup> at an aggregate price of \$19,875	1	\$19,875	0	0		X
MN									
MS									
MO									
MT									
NE									
NV									

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and Amount purchases in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NH									
NJ		X	5,300 Units and Related Rights <sup>(1)</sup> at an aggregate price of \$19,875	1	\$19,875	0	0		X
NM									
NY		X	5,300 Units and Related Rights <sup>(1)</sup> at an aggregate price of \$19,875	1	\$19,875	0	0		X
NC									
ND									
OH									
OK									
OR									
PA									
RJ									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WW									
WI									
WY									
PR									

(1) Each unit consists of one common share, par value of \$0.001, and one warrant (each, a "Warrant"). Each Warrant entitles the holder to purchase one additional common share at an exercise price of \$4.25 per share for a period of one year. Each purchaser will also receive the right to acquire upon default of certain obligations under a related registration rights agreement, and during each period of 30 calendar days (pro rated for partial periods) during which the default remains uncured, an amount of Warrants (each a "Liquidated Damages Warrant") equal to one one-hundredth (1/100th) of a Liquidated Damages Warrant for each \$1.00 of the aggregate purchase price paid by the purchaser for units, subject to a maximum number of Liquidated Damages Warrants as set out in the registration rights agreement.

*END*