

URANERZ ENERGY CORP.  
Form 8-K  
January 03, 2007

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**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**

**December 27, 2006**

Date of Report (Date of earliest event reported)

**URANERZ ENERGY CORPORATION**

(Exact name of registrant as specified in its charter)

**NEVADA**

(State or other jurisdiction of  
incorporation)

**000-50180**

(Commission File Number)

**98-0365605**

(IRS Employer Identification No.)

**Suite 1410 - 800 West Pender Street**

**Vancouver, British Columbia Canada**

(Address of principal executive offices)

**V6C 2V6**

(Zip Code)

**604-689-1659**

Registrant's telephone number, including area code

**NOT APPLICABLE**

(Former name or former address, if changed since last report)

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:

<input type="checkbox"/>	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
<input type="checkbox"/>	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Section 1                    REGISTRANT S BUSINESS AND OPERATIONS**

**Item 1.01                    Entry into a Material Definitive Agreement.**

We have entered into a binding letter of intent with Mr. Robert C. Shook ( Shook ) of Casper, Wyoming, to acquire three separate uranium projects located in northeast Wyoming in the central portion of the Power River Basin. The three projects are named West Flank, North Rolling Pin and C-line.

The locations of these three properties are adjacent to, or nearby mining claims already owned by Uranerz Energy, including our West North Butte, Nichols Ranch, Hank, and Doughstick properties, thus providing synergistic opportunities for potential in-situ recovery mine development. The surface area covered by these acquisitions is on land already covered by Uranerz Energy s surface use agreement with the rancher.

The total purchase price for the three project acquisitions will be \$3,120,000. The Letter of Intent provides for a 35-day due diligence period to review all reports, maps, drill logs and like material covering the Uranium properties that Shook has in his possession or control and a title search will be performed. Uranerz Energy may elect, at its sole discretion, to cancel the Letter of Intent and not close on the transaction if the Company is not satisfied with the results of the due diligence.

End.

**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.

**URANERZ ENERGY CORPORATION**

By: */s/ Dennis L. Higgs*  
**Dennis L. Higgs**  
**Chairman**

**DATE: January 3, 2007**