

URANERZ ENERGY CORP.
Form 8-K
June 21, 2011

**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

June 15, 2011

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)

001-32974

(Commission File Number)

98-0365605

(IRS Employer Identification No.)

**1701 East E Street
PO Box 50850**

Casper, Wyoming, USA

(Address of principal executive offices)

85605

(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)) |

Item 5.07. Submission of Matters to a Vote of Security HoldersResults of Annual General and Special Meeting of Shareholders

On June 15, 2011, Uranerz Energy Corporation held its annual general meeting of shareholders at the Hilton Garden Inn, 1150 N. Poplar Street, Casper, Wyoming at 9:30 a.m. local time. Shareholders representing 56,805,071 shares or 74% of the shares authorized to vote (76,404,574) were present in person or by proxy, representing a quorum for the purposes of the annual general meeting. The shareholders approved the following:

| Proposal #1 Election of Directors | For | Against | Withheld | Spoiled | Non Vote |
|---|------------|----------------|-----------------|----------------|-----------------|
| The election of the Nominees to the Company's Board to serve until the Company's 2012 Annual Meeting of Shareholders or until successors are duly elected and qualified: | | | | | |
| Glenn Catchpole | 41,221,711 | 0 | 299,914 | 0 | 15,283,446 |
| George Hartman | 41,085,639 | 0 | 435,986 | 0 | 15,283,446 |
| Dennis Higgs | 41,091,516 | 0 | 430,109 | 0 | 15,283,446 |
| Paul Saxton | 40,884,084 | 0 | 637,541 | 0 | 15,283,446 |
| Gerhard Kirchner | 41,220,951 | 0 | 300,674 | 0 | 15,283,446 |
| Peter Bell | 40,763,605 | 0 | 758,020 | 0 | 15,283,446 |
| Arnold Dyck | 41,165,772 | 0 | 355,853 | 0 | 15,283,446 |
| Proposal #2 Articles Amendment | For | Against | Abstain | Spoiled | Non Vote |
| To ratify the amendment of the Company's Articles of Incorporation to increase the number of authorized shares of common stock from 200,000,000 to 750,000,000 | 48,831,876 | 7,215,950 | 757,245 | 0 | 0 |
| Proposal #3 Stock Option Plan Amendment | For | Against | Abstain | Spoiled | Non Vote |
| To amend the 2005 Nonqualified Stock Option Plan by increasing the number of shares authorized for issuance under the plan from 10,000,000 to 30,000,000 and extending the plan termination date for an additional 10 years | 31,221,153 | 9,571,056 | 729,416 | 0 | 15,283,446 |
| Proposal #4 Ratification of the Appointment of Auditors | For | Against | Abstain | Spoiled | Non Vote |
| To ratify the appointment of Manning Elliot LLP | 56,172,047 | 255,495 | 377,529 | 0 | 0 |
| Proposal #5 Advisory Vote on Executive Compensation | For | Against | Abstain | Spoiled | Non Vote |
| | 40,776,760 | 294,800 | 450,065 | 0 | 15,283,446 |

| Proposal #6 Advisory Vote on Frequency of Advisory Vote on Executive Compensation | 1 Year | 2 Years | 3 Years | Abstain | Spoiled | Non Vote |
|--|---------------|----------------|----------------|----------------|----------------|-----------------|
| | 5,266,261 | 826,361 | 34,835,991 | 593,012 | 0 | 15,283,446 |

All Nominees for election to the Company's Board were elected to the Board and will serve until the Company's 2012 annual meeting of shareholders or until successors are duly elected and qualified. The Articles Amendment, the Stock Option Plan Amendment, the proposal to ratify the appointment of the Company's Independent Registered Public Accounting Firm for the 2011 fiscal year and the proposal for the advisory vote on the compensation of named executive officers were each approved. In relation to the proposal on the frequency of future advisory votes on the compensation of named executive officers, the frequency of every 3 years received the most votes, and therefore is the advisory recommendation of the shareholders of the Company.

Board Determination of the Frequency of Advisory Vote on Executive Compensation

In consideration of the advisory vote of the shareholders of the Company that an advisory vote on executive compensation should take place every three years and in consideration of the previous recommendation of the Company's Board and Compensation Committee that the advisory vote on executive compensation should take place every three years, on June 15, 2011, the Company's Board passed a resolution that the advisory vote on executive compensation will take place every three years.

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

DATE: June 21, 2011

By: */s/ Sandra MacKay*
Sandra MacKay
Corporate Secretary