

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

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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**

**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))

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**Item 5.07. Submission of Matters to a Vote of Security Holders**Results 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:

<b>Proposal #1 Election of Directors</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b>	<b>Spoiled</b>	<b>Non Vote</b>
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
<b>Proposal #2 Articles Amendment</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Spoiled</b>	<b>Non Vote</b>
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
<b>Proposal #3 Stock Option Plan Amendment</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Spoiled</b>	<b>Non Vote</b>
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
<b>Proposal #4 Ratification of the Appointment of Auditors</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Spoiled</b>	<b>Non Vote</b>
To ratify the appointment of Manning Elliot LLP	56,172,047	255,495	377,529	0	0
<b>Proposal #5 Advisory Vote on Executive Compensation</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Spoiled</b>	<b>Non Vote</b>
	40,776,760	294,800	450,065	0	15,283,446

<b>Proposal #6 Advisory Vote on Frequency of Advisory Vote on Executive Compensation</b>	<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstain</b>	<b>Spoiled</b>	<b>Non Vote</b>
	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**