

DENISON MINES CORP.

Form 6-K

May 29, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 6-K  
Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934**

Date: May 25, 2007

Commission File Number: 001-33414

**Denison Mines Corp.**

(Translation of registrant's name into English)

Atrium on Bay, 595 Bay Street, Suite 402, Toronto, Ontario M5G 2C2

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F ☐

Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐

No ☐

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):  
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**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, thereunto duly authorized.

**Denison Mines Corp.**

Date: May 25, 2007

*/s/ Sheila Colman*

Sheila Colman

Canadian Counsel and Corporate Secretary

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EXHIBIT INDEX

Exhibit Number	Description
1	Press Release dated May 16, 2007
2	Notice of Intention to Distribute Securities under Section 2.8 of NI45-102 Resale of Securities (Form 45-102F1)

Denison Mines Corp.  
Atrium on Bay, 595 Bay Street, Suite 402  
Toronto, ON M5G 2C2  
Ph. 416-979-1991 Fx. 416-979-5893 www.denisonmines.com

**PRESS RELEASE**

**DENISON UPDATES CANADIAN MINING AND PRODUCTION PLANS**

**Toronto, ON May 16, 2007... Denison Mines Corp.** ( Denison or the Company ) (TSX:DML) (AMEX:DNN) announced today that AREVA Resources Canada Inc. ( AREVA ), the operator of the McClean Lake Joint Venture, has provided an updated estimate of 2007 production of  $U_3O_8$ , a reduction from the previously reported level of 2.2 million to 3 million pounds. The reduction in estimated 2007 production is a result of delays in obtaining regulatory approval and implementing planned mill modifications to increase leaching capacity, later than expected completion of revisions to the tailings distribution system and the suspension of further jet boring drilling at the McClean North deposit.

The McClean Lake joint venture management committee decided yesterday to suspend further jet boring on McClean North and to focus on and proceed expeditiously to obtain the necessary regulatory approvals and place this deposit into production using underground mining methods. The ability to recover a much higher quantity of  $U_3O_8$  using underground mining than would have been the case with jet boring has become much more important with the rapidly rising price of  $U_3O_8$  and prompted the decision at this time. The environmental assessment on underground mining at McClean North has been approved, so development and mining could commence as soon as the Canadian Nuclear Safety Commission has approved the mine plan. The McClean North deposit has an indicated resource estimate of 11.48 million pounds at a grade of 2.80%  $U_3O_8$ .<sup>1</sup> Ore from McClean North could be available for milling as early as 2009.

AREVA continues to expect that the mining of the Sue E pit will be completed this year and expects to begin stripping the Sue B deposit this summer with mining scheduled for completion in 2008. An environmental assessment for the mining of the Caribou deposit is expected to be filed with the regulatory authorities before the end of the year. Midwest is continuing through the approval process with ore production scheduled for 2011. Production levels at McClean are expected to steadily increase, reaching about 9 million pounds per year by 2011 when Midwest is in production and another mill expansion is completed.

**About Denison**

*Denison Mines Corp. is the premier intermediate uranium producer in North America, with mining assets in the Athabasca Basin Region of Saskatchewan, Canada and the southwest United States including Colorado, Utah, and Arizona. Further, the Company has ownership interests in two of the four uranium mills operating in North America today. The combination of a diversified mining asset base with parallel ownership of milling*

<sup>1</sup> Reference is made to the Technical Report on the McClean North Uranium Deposit Mineral Resource Estimate, Saskatchewan, Canada prepared by Scott Wilson Roscoe Postle Associates Inc. dated January 31,

2007, a copy of  
which is  
available on the  
Company's  
profile at  
[www.sedar.com](http://www.sedar.com).

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*infrastructure in highly politically stable jurisdictions has uniquely positioned the Company for growth and development into the future. The Company also has a strong exploration portfolio with large land positions in the United States, Canada and Mongolia. Correspondingly, the Company has one of the largest uranium exploration teams among intermediate uranium companies.*

**Cautionary Statements**

This news release contains forward-looking statements, within the meaning of the United States Private Securities Litigation Reform Act of 1995 and similar Canadian legislation, concerning the business, operations and financial performance and condition of Denison Mines Corp. ( Denison ).

Forward-looking statements include, but are not limited to, statements with respect to estimated production, the expected effects of possible corporate transactions and the development potential of Denison's properties; the future price of uranium and vanadium; the estimation of mineral reserves and resources; the realization of mineral reserve estimates; the timing and amount of estimated future production; costs of production; capital expenditures; success of exploration activities; permitting time lines and permitting, mining or processing issues; currency exchange rate fluctuations; government regulation of mining operations; environmental risks; unanticipated reclamation expenses; title disputes or claims; and limitations on insurance coverage. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as plans, expects or does not expect, is expected, budget scheduled, estimates, forecasts, intends, anticipates or does not anticipate, or believes, or variations of such phrases or state that certain actions, events or results may, could, would, might or will be taken, occur or be. Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Denison to be materially different from those expressed or implied by such forward-looking statements, including but not limited to risks related to: unexpected events during construction, expansion and start-up; variations in ore grade, tonnes mined, crushed or milled; delay or failure to receive board or government approvals; timing and availability of external financing on acceptable terms; risks related to international operations; actual results of current exploration activities; actual results of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of uranium and vanadium; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in the completion of development or construction activities, as well as those factors discussed in or referred to under the heading RISK FACTORS in Denison's Annual Information Form dated March 27, 2007 available at [www.sedar.com](http://www.sedar.com) and its Form 40-F available at [www.sec.gov](http://www.sec.gov). Although management of Denison has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended.

There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Denison does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws. Mineral resources, which are not mineral reserves, do not have demonstrated economic viability. Readers should refer to the Annual Information Form and Form 40-F of Denison Mines Corp. and other continuous disclosure documents since December 31, 2006 available at [www.sedar.com](http://www.sedar.com) for further information relating to their mineral resources and mineral reserves.

**Cautionary Note to United States Investors Concerning Estimates of Measured, Indicated and Inferred**

**Resources:** This news release uses the terms Measured , Indicated and Inferred Resources. United States investors are advised that while such terms are recognized and required by Canadian regulations, the United States Securities and Exchange Commission does not recognize them. Inferred Mineral Resources have a great amount of uncertainty as to their existence, and as to their economic and legal feasibility. It cannot be assumed that all or any part of an Inferred Mineral Resource will ever be upgraded to a higher category. Under Canadian rules, estimates of Inferred Mineral Resources may not form the basis of feasibility or other economic studies. **United States investors are cautioned not to assume that all or any part of Measured or Indicated Mineral Resources will ever be converted into Mineral Reserves. United States investors are also cautioned not to assume that all or any part of an Inferred Mineral Resource exists, or is economically or legally mineable.**

For further information, please contact:

E. Peter Farmer	(416) 979-1991 ext. 231
Ron Hochstein	(604) 689-7842
James Anderson	(416) 979-1991 ext. 372



**Form 45-102F1**

**Notice of Intention to Distribute Securities under Section 2.8 of  
NI 45-102 Resale of Securities**

**Reporting issuer**

1. **Fortress Mineral Inc.**

**Selling security holder**

2. Your name: **Denison Mines Corp.**

3. The offices or positions you hold in the reporting issuer:

**Insider holding over 20% of the Issued and Outstanding shares.**

4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer?

**No**

5. Number and class of securities of the reporting issuer you beneficially own:

**30,598,750 common shares**

**Distribution**

6. Number and class of securities you propose to sell:

**30,598,750 common shares**

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name.

**Exchange Market TSX-Venture Exchange**

**Warning**

**It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.**

**Certificate**

I certify that

- (1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
  - (2) the information given in this form is true and complete.
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Date: May 17, 2007

DENISON MINES CORP.

Your name (Selling security holder)

/s/ Sheila M. Colman

Your signature (or if a company, the  
signature of your authorized signatory)

Sheila M. Colman

Name of your authorized signatory

**INSTRUCTION:**

File this form electronically through SEDAR with the securities regulatory authority in each jurisdiction where you sell securities and with the Canadian exchange on which the securities are listed. Where the securities are being sold on an exchange, the form should be filed in every jurisdiction across Canada.

**Notice to selling security holders collection and use of personal information**

The personal information required in this form is collected for and used by the listed securities regulatory authorities to administer and enforce securities legislation in their jurisdictions. This form is publicly available by authority of National Instrument 45-102 and the securities legislation in each of the jurisdictions. The personal information collected will not be used or disclosed other than for the stated purposes without first obtaining your consent. Corporate filers should seek the consent of any individuals whose personal information appears in this form before filing this form

If you have questions about the collection and use of your personal information, or the personal information of your authorized signatory, contact any of the securities regulatory authorities listed below.

**Alberta Securities Commission**

4th Floor, 300 5th Avenue SW

Calgary, AB T2P 3C4

Attention: Information Officer

Telephone: (403) 297-6454

Facsimile: (403) 297-6156

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**British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, BC V7Y 1L2  
Attention: Manager, Financial and Insider Reporting  
Telephone: (604) 899-6730 or (800) 373-6393 (in B.C.)  
Facsimile: (604) 899-6506

**Securities Commission of Newfoundland and Labrador**

P.O. Box 8700  
2nd Floor, West Block  
Confederation Building  
75 O Leary Avenue  
St. John's, NFLD A1B 4J6  
Attention: Director of Securities  
Telephone: (709) 729-4189  
Facsimile: (709) 729-6187

**Department of Justice, Northwest Territories**

**Legal Registries**

P.O. Box 1320  
1st Floor, 5009-49th Street  
Yellowknife, NWT X1A 2L9  
Attention: Director, Legal Registries  
Telephone: (867) 873-7490  
Facsimile: (867) 873-0243

**Nova Scotia Securities Commission**

2nd Floor, Joseph Howe Building  
1690 Hollis Street  
Halifax, NS B3J 3J9  
Attention: Corporate Finance  
Telephone: (902) 424-7768  
Facsimile: (902) 424-4625

**Department of Justice, Nunavut**

**Legal Registries Division**

P.O. Box 1000 Station 570  
1st Floor, Brown Building  
Iqaluit, NT X0A 0H0  
Attention: Director, Legal Registries Division  
Telephone: (867) 975-6190  
Facsimile: (867) 975-6194

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**Ontario Securities Commission**

Suite 1903, Box 55

20 Queen Street West

Toronto, ON M5H 3S8

Attention: Administrative Assistant to the Director of Corporate Finance

Telephone: (416) 593-8314

Facsimile: (416) 593-8177

**Prince Edward Island Securities Office**

Consumer, Corporate and Insurance Services Division

Office of the Attorney General

P.O. Box 2000

Charlottetown, PE C1A 7N8

Attention: Registrar of Securities

Telephone: (902) 368- 4550

Fax: (902) 368-5283

**Saskatchewan Financial Services Commission**

**Securities Division**

6th Floor, 1919 Saskatchewan Drive

Regina, SK S4P 3V7

Attention: Deputy Director, Legal

Telephone: (306) 787-5879

Facsimile: (306) 787-5899

**Autorité des marchés financiers**

Tour de la Bourse

800 square Victoria

C.P. 246, 22e étage

Montréal, Québec H4Z 1G3

Attention: Responsable de l'accès à l'information