

URANERZ ENERGY CORP.  
Form 8-K  
February 08, 2007

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

February 1, 2007  
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  
V6C 2V6**  
(Registrant's Telephone Number, including Area 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 filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Uranerz Energy Corporation (the Company ) has entered into a consulting agreement (the Agreement ) with O & M Partners, LLC ( O & M ), 708 Third Avenue, 5<sup>th</sup> floor, New York, NY, 10017 effective February 1, 2007. The term of the Agreement is for one year. O & M will provide investor relations services and agrees to use its best efforts to initiate contacts and meetings with institutional investors, independent money managers and market makers.

O & M will be paid US \$5,000 per month for its services during the term of the Agreement. O & M will also be entitled to reimbursement of telephone expenses in the amount of \$50.00 per month and any other expenses incurred by it in connection with the performance of its duties.

O & M has agreed to accept 50,000 common share purchase warrants exercisable for one year at a price of \$3.69, the closing price quoted on the American Stock Exchange on February 1, 2007.

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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 hereunto duly authorized.

**URANERZ ENERGY CORPORATION**

By: /s/ Dennis L. Higgs

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Dennis L. Higgs  
Chairman

DATE: February 7, 2007

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