

US ENERGY CORP  
Form 8-K  
May 24, 2005

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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

Date of Report (date of earliest event reported): May 24, 2005 (May 20, 2005)

**U.S. ENERGY CORP.**

(Exact Name of Company as Specified in its Charter)

**Wyoming**

(State or other jurisdiction of  
incorporation or organization)

**0-6814**

(Commission File No.)

**83-0205516**

(I.R.S. Employer  
Identification No.)

**Glen L. Larsen Building**

**877 North 8<sup>th</sup> West**

**Riverton, WY**

(Address of principal executive  
offices)

**82501**

(Zip Code)

Registrant's telephone number, including area code: **(307) 856-9271**

Not Applicable

Former Name, Former Address or Former Fiscal Year,,  
If Changed From 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 (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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**Section 1: Registrant's Business and Operations**

**Item 1.01. Amendment of a Material Definitive Agreement**

As of April 11, 2005, the company and its subsidiary Rocky Mountain Gas, Inc. ( RMG ) entered into a binding agreement with Enterra Energy Trust ( Enterra ) for the acquisition of RMG by Enterra in consideration of \$20,000,000, payable pro rata to the RMG shareholders in the amounts of \$6,000,000 in cash and \$14,000,000 in exchangeable shares of one of the subsidiary companies of Enterra. The shares will be exchangeable for units of Enterra twelve months after closing of the transaction. The Enterra units are traded on the Toronto Stock Exchange and on Nasdaq; the exchangeable shares will not be traded. RMG would be acquired with approximately \$3,500,000 of debt owed to its mezzanine lenders.

On May 20, 2005, the agreement with Enterra was amended to provide for payment of the \$6,000,000 component with \$500,000 cash and \$5,500,000 with 289,474 Enterra units; the units will be tradeable on the Toronto Stock Exchange following closing of the acquisition, subject to receipt of approval from the Toronto Stock Exchange and Canadian securities regulatory authorities.

Closing of the transaction is subject to approval of the RMG shareholders; U.S. Energy Corp. and Crested Corp., the principal shareholders of RMG, have agreed to vote in favor of the acquisition. Closing is further subject to completion of due diligence by Enterra, and to obtaining regulatory and stock exchange approvals.

For more information on the original agreement, see the Form 8-K filed on April 13, 2005 and the Form 10-K filed on April 15, 2005.

**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.

U.S. ENERGY CORP.

Dated: May 24, 2005

By:

/s/Keith G. Larsen  
President, U.S. Energy Corp.