

US ENERGY CORP  
Form 8-K  
November 02, 2010

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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): November 2, 2010 (November 1, 2010)

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.)

877 North 8th 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



Section 7: Regulation FD

Item 7.01. Regulation FD Disclosure

U.S. Energy Corp. published a press release dated November 1, 2010 announcing it has entered into an acquisition, exploration and development agreement with private Denver, Colorado-based Cirque Resources LP to acquire a 40% working interest in approximately 6,200 net mineral acres in an oil and gas prospect located in Kern County, California.

Section 9: Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1. Press Release dated November 1, 2010.

Safe Harbor Statement

Information provided in the exhibit hereto contains statements which may constitute “forward-looking” statements, usually containing the words “believe,” “estimate,” “project,” “anticipate,” “expect,” “target,” “goal,” or similar expressions. Forward looking statements in the exhibit relate to, among other things, USE’s drilling of a commitment well in an oil and gas prospect with Cirque Resources LP (Cirque), its ownership interests to be acquired in the prospect and expected costs, and the oil and natural gas targets or goals for the prospect. There is no assurance that any well will be productive, or that additional wells drilled with Cirque will be productive. These statements are made pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995. Forward-looking statements inherently involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements. Factors that would cause or contribute to such differences include, but are not limited to, future trends in commodity and/or mineral prices, the availability of capital, competitive factors, and other risks described in the Company’s filings with the SEC (including, without limitation, the Form 10-K for the year ended December 31, 2009 and the Form 10-Q filed on August 9, 2010. By making these forward-looking statements, the Company undertakes no obligation to update these statements for revision or changes after the date of this release.

The forward-looking statements referenced above are made only as of the date of the exhibit. We undertake no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

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: November 2, 2010

By:

/s/ Keith G. Larsen  
Keith G. Larsen, CEO



