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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

March 29, 2020  
Date of Report (Date of earliest event reported)

**U.S. GOLD CORP.**  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction  
of incorporation)

001-08266  
(Commission  
File Number)

22-1831409  
(I.R.S. Employer  
Identification Number)

1910 E. Idaho Street, Suite 102-Box 604  
Elko, NV 89801  
(Address of principal executive offices)

(800) 557-4550  
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock	USAU	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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### Item 8.01 Other Events.

As previously reported in a Current Report on Form 8-K filed with the Securities Exchange Commission (the "Commission") on March 30, 2020 (the "March 30 8-K"), on March 29, 2020, U.S. Gold Corp. (the "Company"), entered into a securities purchase agreement (the "Purchase Agreement") with certain institutional investors (the "Purchasers"), pursuant to which the Company agreed to issue and sell in a registered direct offering (the "Offering") an aggregate of 357,142 shares (the "Shares") of common stock of the Company, par value \$0.001 per share (the "Common Stock"), at an offering price of \$5.60 per share, for gross proceeds of approximately \$2.0 million before the deduction of estimated offering expenses. The Shares are being offered by the Company pursuant to a shelf registration statement on Form S-3, as amended (File No. 333-217860), which was initially filed with the Commission on May 10, 2017 and was declared effective by the Commission on May 16, 2017 (the "Registration Statement"), and a related prospectus.

As previously reported also in the March 30 8-K, in a concurrent private placement, the Company agreed to issue to the Purchasers, for each share of Common Stock purchased in the Offering, a common warrant to purchase one share of Common Stock (the "Common Warrants"). The Common Warrants are exercisable six months following the issuance and will have a term of five years from the date of the initial exercise date. The Common Warrants have an exercise price of \$7.00 per share and are exercisable to purchase an aggregate of up to 357,142 shares of Common Stock. A holder of a Common Warrant will not have the right to exercise any portion of its warrants if the holder, together with its affiliates, would beneficially own in excess of 4.99% (or 9.99% at the election of the holder prior to the date of issuance) of the number of shares of Common Stock outstanding immediately after giving effect to such exercise (the "Beneficial Ownership Limitation"); provided, however, that upon 61 days' prior notice to the Company, the holder may increase or decrease the Beneficial Ownership Limitation, provided that in no event shall the Beneficial Ownership Limitation exceed 9.99%.

The Common Warrants and the shares of our Common Stock issuable upon the exercise of the Common Warrants are not being registered under the Securities Act of 1933, as amended (the "Securities Act"), are not being offered pursuant to the Registration Statement, and are being offered pursuant to the exemption provided in Section 4(a)(2) under the Securities Act and Rule 506(b) promulgated thereunder.

On March 31, 2020, the Company filed a prospectus supplement, dated March 29, 2020 (the "Prospectus Supplement") to the Registration Statement covering the Offering.

The legal opinion of Ballard Spahr LLP regarding the legality of the Shares covered by the Prospectus Supplement is attached hereto as Exhibit 5.1 to this Current Report on Form 8-K.

The description of terms and conditions of the Purchase Agreement and the Common Warrants set forth herein do not purport to be complete and are qualified in their entirety by the full text of the Purchase Agreement and the form of Common Warrant, which were filed previously on the March 30 8-K.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
5.1	<a href="#"><u>Legal Opinion of Ballard Spahr LLP.</u></a>
23.1	<a href="#"><u>Consent of Ballard Spahr LLP (contained in Exhibit 5.1).</u></a>

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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.

Date: March 31, 2020

**U.S. GOLD CORP.**

By: /s/ Edward M. Karr

Edward M. Karr, Chief Executive Officer

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March 29, 2020

U.S. Gold Corp.  
1910 E. Idaho Street, Suite 102-Box 604  
Elko, NV 89801

**Re: Registration Statement on Form S-3**

Ladies and Gentlemen:

We have acted as counsel to U.S. Gold Corp., a Nevada corporation (the "Company"), in connection with the Company's Registration Statement on Form S-3 (File No. 333-217860), as filed with the United States Securities and Exchange Commission (the "Commission") on May 10, 2017 under the Securities Act of 1933, as amended (the "Securities Act"), and as amended on May 15, 2017, and as further amended from time to time to the date hereof (the "Registration Statement"). The Registration Statement covers the sale pursuant to that certain Securities Purchase Agreement dated as of March 29, 2020 (the "Agreement"), of 357,142 shares of the Company's common stock (the "Shares"), par value \$0.001 per share (the "Common Stock").

In connection therewith, we have examined, and relied upon the accuracy of factual matters contained in: (a) the Articles of Incorporation of the Company filed with the Nevada Secretary of State on December 30, 2015, as amended (the "Articles"); (b) the Amended and Restated Bylaws of the Company, dated as of December 30, 2015, and amended as of February 19, 2016; (c) resolutions adopted by the Company's Board of Directors authorizing the issuance and sale of the Shares pursuant to the Agreement, amongst other items. We have also examined such corporate records and other agreements, documents and instruments, and such certificates or comparable documents of public officials and officers and representatives of the Company and have made such inquiries of such officers and representatives and have considered such matters of law as we have deemed appropriate as the basis for the opinion hereinafter set forth.

In delivering this opinion, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as certified, photostatic or conformed copies, the authenticity of originals of all such latter documents, and the accuracy and completeness of all records, information and statements submitted to us by officers and representatives of the Company. In making our examination of documents executed by parties other than the Company, we have assumed that such parties had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization of all requisite action, corporate or other, and execution and delivery by such parties of such documents and the validity and binding effect thereof with respect to such parties.

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The opinion expressed below is based on the assumption that the Registration Statement, and any amendments or supplements thereto (including any post-effective amendments), have been filed by the Company with the Commission and will be effective at the time that any of the Shares are issued, and that persons acquiring the Shares will receive a prospectus containing all of the information required by Part I of the Registration Statement before acquiring such Shares. We further assume that the Shares will continue to be duly and validly authorized on the dates that the Shares are issued and, upon the issuance of any of the Shares, the total number of shares of Common Stock issued and outstanding, after giving effect to such issuance of such Shares, including the purchase of any Common Stock pursuant to any warrants, will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Articles.

Based upon the foregoing and subject to the assumptions, exceptions, limitations and qualifications set forth herein, we are of the opinion that the Shares have been duly authorized and, when, as and if, issued and paid for as described in the Registration Statement, in accordance with the terms of the Agreement, will be validly issued, fully paid and non-assessable.

This opinion is limited to the present laws of the State of Nevada. We express no opinion as to the laws of any other jurisdiction, of the United States of America, or to any state "Blue Sky" laws and regulations, and no opinion regarding the statutes, administrative decisions, rules and regulations or requirements of any county, municipality or subdivision or other local authority of any jurisdiction.

We do not undertake to advise you or anyone else of any changes in the opinions expressed herein resulting from changes in law, changes in fact or any other matters that hereafter might occur or be brought to our attention.

We hereby consent to the sole use of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act and the rules and regulations promulgated thereunder.

Very truly yours,

*/s/ Ballard Spahr LLP*

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