FORM	4
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Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations may
continue. See
Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)										
1. Name and Address of Reporting Person [*] Karr Edward M		2. Issuer Name and Ticker or Trading Symbol U.S. GOLD CORP. [USAU]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner		
(First) C/O U.S. GOLD CORPORATION, 19 IDAHO STREET, SUITE 102-BOX 6	910 E. (3. Date of Earliest Transaction (Month/Day/Year) 09/17/2020					X Officer (give title below) Other (specify below) President and CEO			
(Street) ELKO, NV 89801	4	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		(Instr. 8)	ion	(A) or Disposed of (D)			Transaction(s) Form:		7. Nature of Indirect Beneficial
		(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	09/17/2020		А		30,107 (<u>1)</u>	А	\$ 0	184,292 ⁽³⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Derivative Security (Instr. 3) Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securities (Instr. 8) Expiration Date (Month/Day/Year) of Underlying Securities (Instr. 3) Derivative Securities		(e.g., puts, calls, warrants, options, convertible securities)														
Security (Instr. 3)or Exercise Price of Derivative Security(Month/Day/Year)Code (Instr. 8)Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)(Month/Day/Year)Code (Instr. 3 and 4)Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Securities (Instr. 3 and 4)Securities SecuritySecurities Beneficially or Indirect (Instr. 5)Form of Derivative Security: Derivative (Instr. 5)Form of Derivative (Instr. 4)Form of Deri	1. Title of	2.	3. Transaction	3A. Deemed	4.	5. Number of		6. Date Exercisable and		7. Title and Amount		8. Price of	9. Number of	10.	11. Nature	
$\left(\text{Instr. 3} \right) \begin{array}{ c c c c c c } \hline \text{Price of } \\ \hline \text{Derivative } \\ \text{Security} \end{array} \left(\begin{array}{ c c c c } \hline \text{(Month/Day/Year)} & (Instr. 8) \\ \hline \text{(Instr. 8)} \end{array} \right) \begin{array}{ c c c } \hline \text{Acquired (A) or } \\ \hline \text{Disposed of (D)} \\ (Instr. 3, 4, and 5) \end{array} \left(\begin{array}{ c c } \hline \text{(Instr. 3 and 4)} \end{array} \right) \left(\begin{array}{ c c } \hline \text{(Instr. 5)} \\ \hline \text{Owned} \\ \hline \text{Following } \\ \hline \text{Price of } \\ \hline \text{Derivative } \\ \hline \text{Security} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 6)} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 8)} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 8)} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 8)} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 8)} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 8)} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 8)} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 8)} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 8)} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 8)} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 8)} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 3, 4, and 5)} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 3 and 4)} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 5)} \end{array} \right) \left(\begin{array}{ c } \hline \text{Beneficially} \\ \hline \text{Owned} \\ \hline \text{Following } \\ \hline \text{Reported} \\ \hline \text{Title} \end{array} \right) \left(\begin{array}{ c } \hline \text{Amount} \\ \hline \text{On math or } \\ \hline \text{Shares} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 5)} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 5)} \end{array} \right) \left(\begin{array}{ c } \hline \text{Code} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 4)} \end{array} \right) \left(\begin{array}{ c } \hline \text{(Instr. 5)} \end{array} \right) \left(\begin{array}{ c } \hline \text{Owned} \end{array} \right) \left(\begin{array}{ c } \hline \text$	Derivative	Conversion	Date	Execution Date, if	Transac	tion	Derivativ	/e	Expiration I	Date	of Underlying		Derivative	Derivative	Ownership	of Indirect
Derivative Security Derivative Security Derivative Security Disposed of (D) (Instr. 3, 4, and 5) Disposed of (D) (Instr. 3, 4, and 5) Owned Following Reported Transaction(s) (Instr. 4) Security: Direct (D) or Indirect (1) (Instr. 4) Stock Option (Right to Buy) 09/17/2020 D(2) D(2) 50,000 (3) (2) 12/22/2022 Common Stock 50,000 (3) (2) 0 D	Security	or Exercise	(Month/Day/Year)				Securitie	s	(Month/Day	/Year)	Securities		Security	Securities	Form of	Beneficial
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$	· · · ·			(Month/Day/Year)	(Instr. 8)	-				(Instr. 3 and	4)	· · · ·	-		-
Stock Option (Right to Buy) 09/17/2020 Og/17/2020 Descent (I) Image: Constraint of the constraint of																(Instr. 4)
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Stock Option (Right to Buy)09/17/2020D(2)D(2)V(A)Date (D)Expiration Date (D)TitleOr Number of Shares(Instr. 4)(Instr. 4)(Instr. 4)Stock Option (Right to Buy)09/17/2020D(2)V(A)50,000 (3)(2)12/22/2022Common Stock50,000 (3)(2)0D												Amount				
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Image: Code V (A) (D) Image: Code Shares Image: Code Ima														((
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Option (Right to Buy) \$ 14.7 (3) 09/17/2020 D(2) 50,000 (3) (2) 12/22/2022 Common S0,000 (3) (2) 0 D Stock 0 D D					Coue	v	(A)	(D)				Shares				
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(Right to Buy) (1)	Option	(0, 1, 4, 7, (3))	00/17/2020		D(2)			50,000	(2)	12/22/2022	Common	50,000	(2)	0	D	
to Buy) Stock	(Right	\$ 14.7	09/17/2020		$D^{(2)}$			<u>(3)</u>	127	12/22/2022	Stock	<u>(3)</u>	(2)	0	D	
Stock																
Stock																
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$\begin{array}{c c c c c c c c c c c c c c c c c c c $	(Right	φ14./	07/17/2020		A		50,000		<u></u>	12/22/2022	Stock	50,000	1-21	50,000	D	
to Buy)																

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Karr Edward M C/O U.S. GOLD CORPORATION 1910 E. IDAHO STREET, SUITE 102-BOX 604 ELKO, NV 89801	х		President and CEO				

Signatures

/s/ Edward M. Karr	09/21/2020
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents restricted shares of common stock awarded to the reporting person on September 17, 2020. Such shares vested immediately upon grant.
- The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was (2) originally granted on December 22, 2017 and provided for one-quarter vesting on December 22, 2017 and the remaining three-quarters to vest in equal yearly installments over a three-year period. Vesting was accelerated for 12,500 options that otherwise would not vest due to the reporting person's relinquishment of his role as CEO of the Issuer prior to the vesting date. The
- * period. Vesting was accelerated for 12,500 options that otherwise would not vest due to the reporting person's relinquishment of his role as CEO of the Issuer prior to the vesting date. The post-termination exercise period was extended to December 22, 2022.
- (3) The securities and exercise prices reported in this Form 4 have been adjusted from the time of grant to reflect the Issuer's 1-for-10 reverse stock split effected on March 19, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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