FORM 4	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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SEC 1474 (9-02)

### 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 Respons	ses)		r								
1. Name and Address NEWBY DOUGI	2. Issuer Name <b>and</b> Ticker or Trading Symbol U.S. GOLD CORP. [USAU]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) C/O U.S. GOLD IDAHO STREET			3. Date of Earliest Transaction (Month/Day/Year) 09/18/2019						Officer (give title below)	Other (specify	below)
(Street) ELKO, NV 89801			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)		Date (Month/Day/Year)	•	Code (Instr. 8)	ction	(A) or Disposed of (D)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. 7. Nature Ownership of Indirect Form: Beneficial Direct (D) Ownership	
			(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	
Common Stock		09/18/2019		А		50,000 (1)	А	\$ 0	50,000	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

	(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.		5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transact	ion	Num	ber	and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		of		(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Deriv	ative			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Secur				(Instr	. 3 and			2	(Instr. 4)
	Security					Acqu	ired			4)			0	Direct (D)	
						(A) 0							Reported	or Indirect	
						Dispo							Transaction(s)	< / <	
						of (D	<i>.</i>						(Instr. 4)	(Instr. 4)	
						(Instr	· · ·								
						4, and	15)								
											Amount				
								Data	Expiration		or				
								Date Exercisable		Title	Number				
								Exercisable	Date		of				
				Code	V	(A)	(D)				Shares				

## **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
NEWBY DOUGLAS J C/O U.S. GOLD CORPORATION 1910 E. IDAHO STREET, SUITE 102-BOX 604 ELKO, NV 89801	Х						

### Signatures

/s/ Douglas J. Newby	10/01/2019
**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 18, 2019 pursuant to the U.S. Gold Corp. 2020 Stock Incentive Plan. Such shares vested immediately upon grant.

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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