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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): July 31, 2017

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

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Nevada  
(State or other jurisdiction  
of incorporation)

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1-8266  
(Commission  
File Number)

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22-18314-09  
(IRS Employer  
Identification No.)

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

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

777 Alexander Road, Suite 100, Princeton, NJ 08540  
(Former name or former address, if changed since 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:

- ☐ 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))

Indicate by check mark whether the registrant is an emerging growth company 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 5.07. Submission of Matters to a Vote of Security Holders.**

The 2017 Annual Meeting of Stockholders (the “Annual Meeting”) of U.S. Gold Corp. (the “Company”) was held on July 31, 2017 at 10:00 a.m. local time. At the Annual Meeting, a total of 7,345,229 shares, or 66.59%, of the Company’s common stock issued and outstanding as of the record date for the Annual Meeting were represented in person or by proxy. Set forth below is a brief description of each matter voted upon at the Annual Meeting and the voting results with respect to each matter.

1) To elect four directors to serve until the 2018 annual meeting of stockholders.

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Edward Karr	4,625,753	0	30,042	2,689,434
Timothy Janke	4,623,709	275	31,811	2,689,434
James Dale Davidson	4,636,910	275	18,610	2,689,434
John Braca	4,636,906	275	18,614	2,689,434

The nominees were elected.

2) To ratify the appointment of Marcum LLP as the Company’s independent public accountant for the fiscal year ending April 30, 2018.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
7,210,553	121,488	13,188	0

The appointment was ratified.

3) To approve the compensation of the Company’s named executive officers (Say-on-Pay).

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
4,591,070	46,186	18,369	2,689,434

The compensation was approved.

4) To approve the Company’s 2017 Equity Incentive Plan, including the reservation of 1,650,000 shares of common stock thereunder.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
4,552,004	76,360	25,242	2,691,623

The 2017 Equity Incentive Plan was approved.

**Item 9.01 Financial Statements and Exhibits****(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release

## 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. GOLD, INC.**

Dated: August 3, 2017

*/s/ Edward M. Karr*

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Edward M. Karr  
Chief Executive Officer

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## **U.S. Gold Corp. Holds Annual Shareholder Meeting**

*-Shareholder Support Enables All Proxy Proposals to Pass*

**Elko NV, August 3, 2017** — U.S. Gold Corp. (the “Company”) [NASDAQ: USAU], a gold exploration and development company, announced the results of the Company’s annual shareholder meeting that was held on July 31, 2017 at 10:00 AM ET at its counsel’s offices in New York City.

The following proposals were acted on by the Company’s shareholders at the meeting:

- Elected four directors (John Braca, James Dale Davidson, Timothy Janke and Edward Karr), to hold office until the next annual meeting of shareholders and until their respective successors have been duly elected and qualified.
- Approved the appointment of Marcum LLP to serve as the Company’s independent public accountant for the fiscal year ending April 30, 2018.
- Approved, on an advisory basis, the executive compensation of the Company’s executive officers (say-on-pay) for the year ending April 30, 2018.
- Approved the Company’s 2017 Equity Incentive Plan including the reservation of 1,650,000 shares of common stock there under.

Edward Karr, U.S. Gold Corp.’s Chairman, President and Chief Executive Officer, stated “We are pleased that all the proxy proposals passed successfully in our Annual Shareholder Meeting. On behalf of U.S. Gold Corp., our Board and entire management team, I would like to personally thank all of our shareholders for taking the time to vote and for their support. I look forward to working closely with our Board and updating our shareholders on our future exploration efforts.”

### **About U.S. Gold Corp.**

U.S. Gold Corp. is a publicly traded, U.S. focused gold exploration and development company. U.S. Gold Corp. has a portfolio of development and exploration properties. Copper King is located in South East Wyoming and has an historical Preliminary Economic Assessment (PEA) done by Mine Development Associates in 2012 for Strathmore Minerals Corporation. Keystone and Gold Bar North are exploration properties located on the Cortez trend in Nevada, identified and consolidated by Dave Mathewson. For more information about U.S. Gold Corp., please visit [www.usgoldcorp.gold](http://www.usgoldcorp.gold)

Dataram is an independent manufacturer of memory products and provider of performance solutions that increase the performance and extend the useful life of servers, workstations, desktops and laptops sold by leading manufacturers such as Dell, Cisco, Fujitsu, HP, IBM, Lenovo and Oracle. Dataram’s memory products and solutions are sold worldwide to OEMs, distributors, value-added resellers and end users. Additionally, Dataram manufactures and markets a line of Intel Approved memory products for sale to manufacturers and assemblers of embedded and original equipment. 70 Fortune 100 companies are powered by Dataram. Founded in 1967, the Company is a US based manufacturer, with presence in the United States, Europe and Asia. For more information about Dataram, visit [www.dataram.com](http://www.dataram.com).

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## Safe Harbor

*The information provided in this press release may include forward-looking statements relating to future events, such as the exploration success of U.S. Gold Corp., development of new Dataram products, pricing and availability of raw materials or the future financial performance of the Company. Actual results may differ from such projections and are subject to certain risks including, without limitation, risks arising from: changes in the price of gold and mining industry cost inputs, memory chips, changes in the demand for memory systems, increased competition in the memory systems industry, order cancellations, delays in developing and commercializing new products, risks with respect to US Gold Corp faced by junior companies generally engaged in exploration activities, and other factors described in the Company's most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the Securities and Exchange Commission, which can be reviewed at [www.sec.gov](http://www.sec.gov). The Company has based these forward-looking statements on its current expectations and assumptions about future events. While management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory, and other risks, contingencies, and uncertainties, most of which are difficult to predict and many of which are beyond the Company's control. The Company does not assume any obligations to update any of these forward-looking statements.*

## For additional information, please contact:

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