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

FORM 8-K/A
Amendment No. 1

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): October 13, 2017

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

Nevada
(State or other jurisdiction
of incorporation)

1-8266
(Commission
File Number)

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

(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. ☐

EXPLANATORY NOTE

This Amendment No. 1 on Form 8-K/A (“Form 8-K/A”) amends the Current Report on Form 8-K filed by U.S. Gold Corp. with the Securities and Exchange Commission on October 19, 2017 (the “Original Form 8-K”). This Form 8-K/A is being filed solely for the purpose of providing the pro forma financial information as required by Item 9.01 of Form 8-K. No other modification to the Original Form 8-K is being made by this Form 8-K/A. This Form 8-K/A speaks as of the original filing date of the Original Form 8-K, does not reflect events that may have occurred subsequent to the original filing date and does not modify or update in any way disclosures made in the Original Form 8-K, except as otherwise set forth above.

Item 9.01. Financial Statements and Exhibits.

(b) Unaudited Pro Forma Financial Information.

The unaudited pro forma condensed consolidated financial statements which include unaudited pro forma condensed consolidated balance sheet as of July 31, 2017 and unaudited pro forma condensed consolidated statements of operations for the three months ended July 31, 2017 and the year ended April 30, 2017 of the Company is filed herewith as Exhibit 99.3.

(d) Exhibits.

Exhibit No.	Description
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99.3	<u>Unaudited pro forma consolidated financial information</u>
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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.

U.S. GOLD CORP.

Dated: December 13, 2017

/s/ Edward M. Karr

Edward M. Karr
Chief Executive Officer

U.S. GOLD CORP. AND SUBSIDIARIES
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEETS
As of July 31, 2017

	U.S. Gold Corp.	Disposal	Pro Forma Adjustments	Notes	Pro Forma Total
ASSETS					
CURRENT ASSETS:					
Cash	\$ 4,346,618	\$ -	\$ 531,148	a	\$ 4,877,766
Prepaid expenses and other current assets	774,786	-	-		774,786
Assets held for sale - current	3,550,556	(3,550,556)	-		-
Total Current Assets	8,671,960	(3,550,556)	531,148		5,652,552
NON - CURRENT ASSETS:					
Reclamation bond deposit	46,482	-	-		46,482
Mineral rights	4,120,623	-	-		4,120,623
Assets held for sale - long term	37,984	(37,984)	-		-
Total Non - Current Assets	4,205,089	(37,984)	-		4,167,105
Total Assets	<u>\$ 12,877,049</u>	<u>\$ (3,588,540)</u>	<u>\$ 531,148</u>		<u>\$ 9,819,657</u>
LIABILITIES AND STOCKHOLDERS' EQUITY					
CURRENT LIABILITIES:					
Accounts payable	\$ 290,484	\$ -	\$ -		\$ 290,484
Accounts payable - related party	2,431	-	-		2,431
Accrued liabilities	722,197	-	-		722,197
Liabilities held for sale - current	3,603,671	(3,603,671)	-		-
Total Current Liabilities	4,618,783	(3,603,671)	-		1,015,112
LONG- TERM LIABILITIES					
Liabilities of held for sale - long term	23,891	(23,891)	-		-
Total Liabilities	4,642,674	(3,627,562)	-		1,015,112
Commitments and Contingencies					
STOCKHOLDERS' EQUITY :					
Preferred stock, \$0.001 par value; 50,000,000 authorized					
Convertible Series C Preferred stock (\$0.001 Par Value; 45,002 Shares Authorized)	8	-	-		8
Common stock (\$0.001 Par Value; 200,000,000 Shares Authorized)	12,036	-	-		12,036
Additional paid-in capital	22,070,169	-	-		22,070,169
Accumulated deficit	(13,847,838)	39,022	531,148	a and b	(13,277,668)
Total Stockholders' Equity	8,234,375	39,022	531,148		8,804,545
Total Liabilities and Stockholders' Equity	<u>\$ 12,877,049</u>	<u>\$ (3,588,540)</u>	<u>\$ 531,148</u>		<u>\$ 9,819,657</u>

U.S. GOLD CORP. AND SUBSIDIARIES
 UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
 Three Months Ended July 31, 2017

	U.S. Gold Corp.	Disposal	Pro Forma Adjustments	Notes	Pro Forma Total
Net revenues	\$ -	\$ -	\$ -		\$ -
Operating expenses:					
Compensation and related taxes	1,389,814	-	-		1,389,814
Exploration costs	767,883	-	-		767,883
Professional fees	861,463	-	-		861,463
General and administrative expenses	187,173	-	-		187,173
Total operating expenses	3,206,333	-	-		3,206,333
Operating loss from operations from continuing operations	(3,206,333)	-	-		(3,206,333)
Loss from continuing operations before provision for income taxes	(3,206,333)	-	-		(3,206,333)
Provision for income taxes	-	-	-		-
Loss from continuing operations	(3,206,333)	-	-		(3,206,333)
Discontinued operations:					
Loss from discontinued operations	(6,071,448)	-	-		(6,071,448)
Net gain on sale of discontinued operations	-	39,022	531,148	a and b	570,170
Total loss from discontinued operations	(6,071,448)	39,022	531,148		(5,501,278)
Net loss	\$ (9,277,781)	\$ 39,022	\$ 531,148		\$ (8,707,611)
Loss per common share, basic and diluted					
Loss from continuing operations	\$ (0.35)				\$ (0.35)
Discontinued operations:					
Loss from discontinued operations	\$ (0.65)				\$ (0.65)
Gain on sale of discontinued operations	\$ 0.00				\$ 0.06
Total	\$ (0.65)				\$ (0.59)
Net Loss Per Share	\$ (1.00)				\$ (0.94)
Weighted average common shares outstanding - basic and diluted	9,252,624				9,252,624

U.S. GOLD CORP. AND SUBSIDIARIES
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
Year Ended April 30, 2017

	U.S. Gold Corp.	Disposal	Pro Forma Adjustments	Notes	Pro Forma Total
Net revenues	\$ -	\$ -	\$ -		\$ -
Operating expenses:					
Compensation and related taxes	1,072,509	-	-		1,072,509
Exploration costs	1,368,044	-	-		1,368,044
Professional fees	1,442,477	-	-		1,442,477
General and administrative expenses	262,237	-	-		262,237
Total operating expenses	4,145,267	-	-		4,145,267
Loss from operations	(4,145,267)	-	-		(4,145,267)
Other expense:					
Interest income	1,048	-	-		1,048
Interest expense - related party	(4,242)	-	-		(4,242)
Total other expense	(3,194)	-	-		(3,194)
Loss before provision for income taxes	(4,148,461)	-	-		(4,148,461)
Provision for income taxes	-	-	-		-
Net loss	\$ (4,148,461)	\$ -	\$ -		\$ (4,148,461)
Net loss per common share, basic and diluted	\$ (0.42)				\$ (0.42)
Weighted average common shares outstanding - basic and diluted	9,778,492				9,778,492

U.S. GOLD CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

(a) Total consideration for the Dataram Memory sale is as follows:

Total consideration	\$	900,000
Direct legal and sales commission expenses related to the sale		(201,510)
Estimated Dataram expenses to be deducted from the sales proceeds		(167,342)
Total cash received for the Dataram Memory sales	\$	<u>531,148</u>

(b) The gain from sale of Dataram Memory business is as follows:

Total cash received for the Dataram Memory sales	\$	531,148
Excess liabilities disposed over assets disposed		<u>39,022</u>
Net gain from sale of Dataram Memory business	\$	<u>570,170</u>
