
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): May 09, 2019

U.S. Gold Corp
(Exact Name of Registrant as Specified in Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

1-8266
(Commission
File Number)

22-1831409
(I.R.S. Employer
Identification No.)

1910 E. Idaho Street, Suite 102-Box 604, Elko, Nevada, 89801
(Address of Principal Executive Offices, and Zip Code)

(800) 557-4550
Registrant's Telephone Number, Including Area Code

Not Applicable
(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 (see General Instruction A.2. below):

- ☐ Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communication 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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. ☐

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	USAU	NASDAQ

Item 7.01 Regulation FD Disclosure

On May 10, 2019 U.S. Gold Corp. (the “**Company**”) issued a press release entitled “U.S. Gold Corp. Issues Letter to Shareholders Outlining Recent and Expected Milestones.” A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this report, including the exhibit attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release of U.S. Gold Corp.*</u>

* Furnished to not filed with the SEC pursuant to Item 7.01 above.

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: May 9, 2019

/s/ Edward Karr

Edward Karr
Chief Executive Officer

EXHIBIT INDEX

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U.S. Gold Corp. Issues Letter to Shareholders Outlining Recent and Expected Milestones

ELKO, NV, May 10, 2019 – U.S. Gold Corp. (NASDAQ: USAU) today announced that it has issued a letter to its shareholders outlining the Company's recent and expected milestones, as it continues to advance its Copper King and Keystone assets. As U.S. Gold Corp. lays the groundwork for future success, highlights of the Company's recent initiatives include:

Key Achievements:

- Regained full compliance with NASDAQ listing requirements, as USAU share price has traded above the \$1.00 mark for the required time period
- Recently appointed The Honorable Ryan K. Zinke to the Board of Directors
- Completed district-wide geochemical surveys on the Keystone project
- Engaged Datamine for a new Copper King exploration model
- Completed a Fall 2018 Keystone targeted drill program
- Sponsored and published an exhaustive academic study on Keystone
- Received approval of the Keystone Environmental Assessment and Plan of Operations

U.S. Gold Corp. Chairman, President and CEO Edward Karr stated, "We at U.S. Gold Corp. are extremely optimistic about the Company's prospects. We know it has been a challenging time for many investors in the junior exploration sector, including our shareholders, but U.S. Gold Corp. believes in gold as a long-term asset and investment. The potential rewards of gold exploration can be substantial if a discovery is found, and our entire highly experienced team is working diligently to achieve exploration success."

To read the Letter to Shareholders in full, please visit: www.usgoldcorp.gold/May2019Shareholderletter

About U.S. Gold Corp.

U.S. Gold Corp. is a publicly traded U.S.-focused gold exploration company. U.S. Gold Corp. has a portfolio of exploration properties. Copper King is located in Southeast Wyoming and has a Preliminary Economic Assessment (PEA) technical report, which was completed by Mine Development Associates. Keystone is an exploration property on the Cortez Trend in Nevada. For more information about U.S. Gold Corp., please visit www.usgoldcorp.gold.

Safe Harbor

Forward-looking statements in this press release and all other statements that are not historical facts are made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements involve factors, risks, and uncertainties that may cause actual results in future periods to differ materially from such statements. There are a number of factors that could cause actual events to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, risks arising from: changes in the price of gold and mining industry cost inputs, environmental and regulatory risks, risks 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. We make no representation or warranty that the information contained herein is complete and accurate, and we have no duty to correct or update any information contained herein.

For additional information, please contact:

U.S. Gold Corp. Investor Relations:
+1 800 557 4550
ir@usgoldcorp.gold
www.usgoldcorp.gold
