
**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): July 8, 2019

U.S. GOLD CORP.
(Exact Name of Registrant as Specified in Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-08266
(Commission
File Number)

22-18314-09
(I.R.S. Employer
Identification No.)

1910 E. Idaho Street, Suite 102-Box 604
Elko, NV 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))

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 Stock	USAU	Nasdaq Capital Market

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 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §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. ☐

Item 7.01 Regulation FD Disclosure.

On July 8, 2019, the Company issued a press release entitled “U.S. Gold Corp. Announces Technical Updates for the Keystone Project, Cortez Trend, Nevada”. 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 exhibits 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.

99.1 [Press Release of U.S. Gold Corp.*](#)

* The Exhibit related to Item 7.01 is intended to be furnished to, not filed with, the SEC pursuant to Regulation FD.

SIGNATURE

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.

Date: July 8, 2019

U.S. GOLD CORP.

By: /s/ Edward M. Karr

Edward M. Karr, Chief Executive Officer

EXHIBIT INDEX

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

*The Exhibit related to Item 7.01 is intended to be furnished to, not filed with, the SEC pursuant to Regulation FD.

U.S. Gold Corp. Announces Technical Updates for the Keystone Project, Cortez Trend, Nevada

ELKO, NV, July 8, 2019 — U.S. Gold Corp. (NASDAQ: USAU), a gold exploration and development company, is pleased to announce that 2 new technical updates for the Keystone Project have been uploaded to our website.

Ken Coleman, U.S. Gold Corp.'s Keystone Project Geologist has recently completed an updated Keystone Technical Presentation. This analysis is a follow up to the previous December 2017 Keystone Technical Presentation. The report can be viewed at:

<https://www.usgoldcorp.gold/Keystone-Technical-Update-2019>

Ken Coleman commented, "A tremendous amount of work has been done by U.S. Gold Corp. over the last 3 years to advance the Keystone project to its current state. Keystone is a large, district scale project of 20 square miles and several areas of the project have never had any prior systematic, model driven exploration efforts. We are now at the point where we have specific discovery targets identified. These targets are the culmination of the all the work done over the last 3 years including mapping, geophysics, geochemistry, permitting and scout hole drilling. Our June 6, 2019 press release outlined our proposed 2019 Keystone drilling plans and this presentation expands upon the geological reasoning for these targets."

In addition, U.S. Gold Corp. is pleased to announce it has received an updated report from Thomas Chapin. Tom has been U.S. Gold Corp.'s Senior Consulting Geologist and has worked diligently over the last 3 years mapping the entire Keystone district. Tom's updated report "Keystone Mapping Report 2019" is available at:

<https://www.usgoldcorp.gold/Thomas-Chapin-Keystone-Mapping-2019>

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 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.

Forward-looking and cautionary statements

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, including information contained in the Keystone technical update and the Keystone mapping report; management's expectations for the Keystone project; the identification of specific discovery targets; anticipated results of current exploration programs and drilling plans; our analysis of mapping, geophysics, geochemistry, permitting and scout hole drilling; and the potential for future work programs. 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: availability of capital, 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. Information contained in U.S. Gold's technical updates are not compliant with the United States Securities and Exchange Commission Industry Guide 7 under the United States Securities Act of 1933, as amended. 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.

INVESTOR CONTACT:

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www.usgoldcorp.gold
