# FORM 4

☐ 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

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 Responses)

| 1. Name and Address of Reporting Person⁻* Waldkirch Michael N | 2. Issuer Name **and** Ticker or Trading Symbol U.S. GOLD CORP. [USAU] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| (Last)  (First)  (Middle) C/O U.S. GOLD CORP, 1910 E. IDAHO STREET, SUITE 102-BOX 604 | 3. Date of Earliest Transaction (Month/Day/Year) 02/14/2021 | _X_ Director    ___ 10% Owner ___ 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) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/14/2021 | | A | | 3,946 (1) | A | $ 0 | 3,946 | D | |
| Common Stock | | | | | | | | 5,000 | I | By 0818940 BC Ltd. (2) |

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

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## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
### (*e.g.*, puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Waldkirch Michael N C/O U.S. GOLD CORP 1910 E. IDAHO STREET, SUITE 102-BOX 604 ELKO, NV 89801 | X | | | |

# Signatures

| /s/ Eric Alexander as attorney-in-fact for Michael Waldkirch | 02/17/2021 |
|---|---|

## 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 stock units granted to the reporting person pursuant to the U.S. Gold Corp. 2020 Stock Incentive Plan. The restricted stock units vested immediately on the date of grant. For each restricted stock unit, the reporting person will be entitled to receive one share of common stock upon termination of service on the Issuer's board of directors or in connection with a change of control, as set forth in the reporting person's restricted stock unit award agreement.

**( 2 )**   0818940 BC Ltd. is owned by The Waldkirch Family Trust, of which the reporting person is the sole trustee and a beneficiary.

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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