# FORM 4

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

OMB APPR	OVAL
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hours per response	0.5

longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

#### 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

1 Name or	d Address o	f Penorting Person		2 Icens	ar Name	and	Ticker or T	Trading	Symbol		5	. Relationshir	of Reportin	g Person(s)	to Issuer	
Name and Address of Reporting Person – JANKE TIMOTHY MARK			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 CORPORATION, 1910 E. IDAHO STREET, SUITE 102-BOX 604			3. Date of Earliest Transaction (Month/Day/Year) 09/17/2020						_	Officer (give	e title below)	Ot	her (specify bel	)w)		
(Street)			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						
ELKO, ľ	V 89801 y)	(State)	(Zip)			1	Γable I - N	on-Deri	vative Se	ecurities	Acquir	ed, Disposed	of or Renet	ficially Owr	ned	
1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Yea		2A. Deemed Execution Date, in		ite, if	3. Transac	4. Securities Acqui (A) or Disposed of		ired 5	5. Amount of Sound Follow Transaction(s)	Securities Beneficially ving Reported		6. Ownership Form:	7. Nature of Indirect Beneficial			
				(Montl	h/Day/\	Year)	Code	V	Amount	(A) or (D)	Price	or Ind		Direct (D) or Indirect (I) (Instr. 4)	direct (Instr. 4)	
Commor	Stock		09/17/2020				A		,500	A	\$ 0 1	15,373			D	
Reminder:	Report on a	separate line for each		- Derivat	tive Sec	curitie	es Acquire	Personin this fidisplay	orm are s a curr sed of, o	e not re ently v	quired alid OM	collection of to respond MB control n	unless the		ned SEC	1474 (9-02)
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Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II - 3A. Deemed Execution Date, if any	- Derivat (e.g., pu 4. Transact Code	tive Secuts, calls  5. To De See  Accord (In 5)	Numberivati cquirer Disposition (2013) (2013) (2014	es Acquirerrants, opt ber of 6. ive Ex es (M osed of , 4, and Da Ex	Personing this formation this format	sed of, onvertible ercisable Date hy/Year)	e not re cently var er Benefic e securit and	quired alid OM icially O ics) 7. Title of Under	to respond MB control in Owned and Amount erlying ies	8. Price of Derivative Security	9. Number Derivative Securities Beneficiall Owned	of 10. Owners Form of Derivat Securit Direct or India	ship of Indires f Beneficia tive Ownersh (Instr. 4)
Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II - 3A. Deemed Execution Date, if any	- Derivat (e.g., pu 4. Transact Code (Instr. 8)	tive Secuts, calls  5. To De See  Accord (In 5)	Numberivati decuritic cquire Disposition (A)	es Acquirer rrants, opt ber of 6. Ex es (Mod (A)) osed of , 4, and	Personin this 1 display ed, Dispertions, co Date Ex expiration Month/Date et al.	sed of, onvertible ercisable Date ty/Year)  Expira	e not re cently var er Benefic e securit and	quired alid OM icially Oies) 7. Title of Unde Securiti (Instr. 3	to respond MB control in Dwned  and Amount erlying ies 3 and 4)  Amount or Number of Shares  mon 5,000	8. Price of Derivative Security	9. Number Derivative Securities Beneficiall Owned Following Reported Transaction	of 10. Owners Form of Derivat Securit Direct or India n(s) (I)	ship of Indires f Beneficia tive Ownersh (Instr. 4)

### **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
JANKE TIMOTHY MARK C/O U.S. GOLD CORPORATION 1910 E. IDAHO STREET, SUITE 102-BOX 604 ELKO, NV 89801	X					

## **Signatures**

/s/ Timothy M. Janke	09/21/2020
**Signature of Reporting Person	Date

#### **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 shares of common stock awarded to the reporting person on September 17, 2020 pursuant to the U.S. Gold Corp. 2020 Stock Incentive Plan. Such shares vested immediately upon grant.
- (2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on December 22, 2017 and vested 100% on December 22, 2018. The post-termination exercise period was extended to December 22, 2022.
- (3) The securities and exercise prices shown have been adjusted from the time of grant to reflect the Issuer's 1-for-10 reverse stock split effected on March 19, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.