

URANIUM ENERGY CORP
Form SC 13D/A
March 07, 2007

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

URANIUM ENERGY CORP.

(Name of Issuer)

COMMON STOCK -- PAR VALUE \$0.001 PER SHARE

(Title of Class of Securities)

916896103

(CUSIP Number)

GOLDEN WEST INVESTMENTS LTD.
P.O. Box 97, Leeward Highway
Providenciales, Turks & Caicos, British West Indies
Telephone: (649) 946-4344

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 22, 2007

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

£

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

CUSIP No. 916896103

1. Names of Reporting Persons **Golden West Investments Ltd.**
I.R.S. Identification Nos. of above persons (entities only).

 2. Check the Appropriate Box if a Member of a Group (*See* Instructions)
 - (a) £
 - (b) £**Not applicable**

 3. SEC Use Only:

 4. Source of Funds (See Instruction): **Not applicable (disposition of shares)**

 5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): £
Not applicable

 6. Citizenship or Place of Organization: **Belize**
- Number of Shares Beneficially by Owned by Each Reporting Person With:
7. Sole Voting Power: **3,250,000 shares⁽¹⁾**
 8. Shared Voting Power: **Nil**
 9. Sole Dispositive Power: **3,250,000 shares⁽¹⁾**
 10. Shared Dispositive Power: **Nil**
 11. Aggregate Amount Beneficially Owned by Each Reporting Person: **3,250,000 shares⁽¹⁾**
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (*See Instructions*):
Not applicable

13. Percent of Class Represented by Amount in Row (11): **9.2%**^{(1), (2)}

14. Type of Reporting Person (*See Instructions*): **CO**

Notes:

(1) The filing of this statement by the Reporting Person shall not be construed as an admission that the Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by the statements herein.

(2) Based on 35,331,088 shares of the Issuer's common stock issued and outstanding as of February 22, 2007.

Page 2 of 6

CUSIP No. 916896103

This statement on Schedule 13D, Amendment No. 2, amends and supplements the statement on Schedule 13D, Amendment No. 1, dated February 15, 2006, as filed on February 22, 2006 by Golden West Investments Ltd. pursuant to Rule 13d-1(d) under the *Securities Exchange Act of 1934*, as amended. Golden West Investments Ltd. is sometimes referred to herein as the "Reporting Person."

ITEM 1. SECURITY AND ISSUER

This statement relates to the voting common stock, \$0.001 par value, of Uranium Energy Corp., a Nevada corporation (the "Issuer"). The Issuer maintains its principal executive offices at 9801 Anderson Mill Road, Suite 230, Austin, Texas 78750.

ITEM 2. IDENTITY AND BACKGROUND

Name:

This statement is filed by Golden West Investments Ltd.

Residence or Business Address:

P.O. Box 97, Leeward Highway
Providenciales, Turks & Caicos, British West Indies

Present Principal Occupation or Employment:

Golden West Investments Ltd., a Belize corporation, is principally involved in investing in various public and private companies.

Criminal Proceedings:

During the last five years, the Reporting Person has not been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

Civil Proceedings:

During the last five years, the Reporting Person has not been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction where, as a result of such proceeding, there was or is a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Citizenship:

Golden West Investments Ltd. is a Belize corporation.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Since the date of the Reporting Person's previously filed statement on Schedule 13D, Amendment No. 1, dated February 15, 2006, the Reporting Person has not acquired any shares of the Issuer's common stock.

Page 3 of 6

CUSIP No. 916896103

ITEM 4. PURPOSE OF TRANSACTION

On February 22, 2007, the Reporting Person sold an aggregate of 1,625,000 shares of the Issuer's common stock in a series of private transactions for nominal consideration. The Reporting Person sold such shares as part of the Reporting Person's overall investment strategy.

Subject to all relevant securities law restrictions, the Reporting Person may acquire or dispose of securities of the Issuer from time to time in the open market or in privately negotiated transactions with third parties, subject to and depending upon prevailing market conditions for such securities.

Except as otherwise disclosed herein, Reporting Person has no current plans or proposals that relate to or would result in:

- (a) the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) any extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the Issuer or any of its subsidiaries;
- (d) any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) any material change in the present capitalization or dividend policy of the Issuer;

- (f) any other material change in the Issuer's business or corporate structure including, but not limited to, if the Issuer is a registered closed-end investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by Section 13 of the Investment Company Act of 1940;
- (g) changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede acquisition of control of the Issuer by any person;
- (h) causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- (j) any action similar to any of those enumerated above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

The filing of this statement by the Reporting Person shall not be construed as an admission that the Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by the statements herein.

- (a) For the purposes of this statement, the Reporting Person is reporting herein that as of February 22, 2007, the Reporting Person was the beneficial owner of 3,250,000 (or approximately 9.2%) of the Issuer's common stock.

Page 4 of 6

CUSIP No. 916896103

- (b) For the purposes of this statement, the Reporting Person is reporting herein that as of February 22, 2007, the Reporting Person had the sole power to vote or to direct the voting of, or to dispose or to direct the disposition of, 3,250,000 (or approximately 9.2%) of the Issuer's common stock.
- (c) As of February 22, 2007, and within the sixty day period prior thereto, no transactions involving the Issuer's equity securities had been engaged in by the Reporting Person other than as disclosed herein.
- (d) As of February 22, 2007, to the best knowledge and belief of the undersigned, no person other than the Reporting Person had the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Issuer's equity securities.
- (e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Except as disclosed herein, the Reporting Person does not have any contract, arrangement, understanding or relationship with respect to securities of the Issuer including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, and the Reporting Person has not pledged securities of the Issuer nor are the securities of the Issuer held by the Reporting Person subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Not applicable.

Page 5 of 6

CUSIP No. 916896103

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 6, 2007.

GOLDEN
WEST
INVESTME
LTD.

By: Trustel
Ltd.,
the
sole
director
of
Golden
West
Investments
Ltd.

By: /s/

Barry
Dempsey
Barry
Dempsey,
Director

Page 6 of 6