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

OMB APPROVAL
OMB Number: 3235-0076
Expires: April 30, 1991
Estimated average burden
Hours per response...16.00

FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
Prefix _____ Serial _____
DATE RECEIVED _____



04053043

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  
Common stock with warrants to purchase common stock offering

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  NONE

Type of Filing:  New Filing  Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  
Uranium Resources, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Brief Description of Business

Uranium Mining Development

Type of Business Organization

corporation  limited partnership, already formed  other (please specify):  
 business trust  limited partnership, to be formed

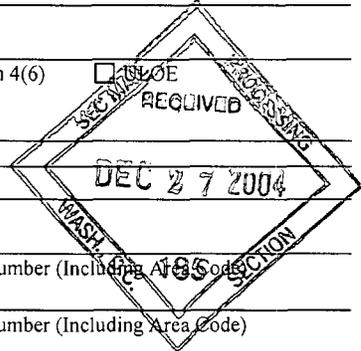
Actual or Estimated Date of Incorporation or Organization: 

Month	Year
0 8	8 7

 Actual  Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) 

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**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

George R. Ireland

Full Name (Last name first, if individual)

1700 Lincoln Street, Suite 3650, Denver, Colorado 80203

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Paul K. Willmott

Full Name (Last name first, if individual)

12750 Merit Drive, Suite 720, Dallas, Texas 75271

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Leland O. Erdahl

Full Name (Last name first, if individual)

8046 Mackenzie Court, Las Vegas, Nevada 89129

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Thomas H. Ehrlich

Full Name (Last name first, if individual)

12750 Merit Drive, Suite 720, Dallas, Texas 75271

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Richard A. Van Horn

Full Name (Last name first, if individual)

12750 Merit Drive, Suite 720, Dallas, Texas 75271

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Mark S. Pelizza

Full Name (Last name first, if individual)

12750 Merit Drive, Suite 720, Dallas, Texas 75271

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box : and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ <u>-0-</u>	\$ <u>-0-</u>
Equity (the shares listed pursuant to this amendment to Form D were issued upon the exercise of warrants originally offered by the Company in 2000 and listed on the original Form D filed with the Commission).....	\$ <u>675,000</u>	\$ <u>675,000</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ <u>-0-</u>	\$ <u>-0-</u>
Partnership Interests .....	\$ <u>-0-</u>	\$ <u>-0-</u>
Other (Specify _____).....	\$ <u>-0-</u>	\$ <u>-0-</u>
<b>Total .....</b>	<b>\$ <u>675,000</u></b>	<b>\$ <u>675,000</u></b>

Answer also in Appendix, Column 3, if filing under ULGE.

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/> \$ <u>-0-</u>
Printing and Engraving Costs.....	<input type="checkbox"/> \$ <u>-0-</u>
Legal Fees.....	<input type="checkbox"/> \$ <u>-0-</u>
Accounting Fees.....	<input type="checkbox"/> \$ <u>-0-</u>
Engineering Fees.....	<input type="checkbox"/> \$ <u>-0-</u>
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/> \$ <u>-0-</u>
Other Expenses (identify <u>copying charges, filing fees, mailing expenses</u> ).....	<input type="checkbox"/> \$ <u>-0-</u>
<b>Total .....</b>	<input type="checkbox"/> \$ <u>-0-</u>

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” ..... \$ 675,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees.....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Purchase of real estate.....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Repayment of indebtedness.....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Working capital.....	<input checked="" type="checkbox"/> \$ <u>675,000</u>	<input type="checkbox"/> \$ <u>-0-</u>
Other (specify).....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
.....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Column Totals.....	<input checked="" type="checkbox"/> \$ <u>675,000</u>	<input type="checkbox"/> \$ <u>-0-</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>675,000</u>	

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**D. FEDERAL SIGNATURE**

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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Uranium Resources, Inc.		December 16, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Thomas H. Ehrlich	Vice President and CFO	

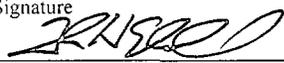
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule..... Yes  No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer had read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Uranium Resources, Inc.		December 16, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Thomas H. Ehrlich	Vice President and CFO	





