

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): **August 23, 2019**

RISE GOLD CORP.

(Exact Name of Registrant as Specified in Charter)

Nevada
*(State or other jurisdiction of
incorporation)*

000-53848
*(Commission File
Number)*

30-0692325
(IRS Employer Identification No.)

650 – 669 Howe Street
Vancouver, British Columbia
Canada
(Address of principal executive offices)

V6C 0B4
(Zip Code)

Registrant's telephone number, including area code: **(604) 260-4577**

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:

Written communications 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the exchange Act (17 CFR 240.13e -4)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of exchange on which registered</u>
N/A	N/A	N/A

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) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 3.02 Unregistered Sales of Securities

On August 21, 2019, we granted an aggregate of 7,512,840 stock options to directors and employees pursuant to the corporation's stock option plan. Each option vests immediately and is exercisable into one common share at a price of C\$0.07 per share for a period of five (5) years from the date of grant.

We granted options to non-U.S. persons in reliance on the exclusion from registration provided for offshore transactions by Rule 903 of Regulation S under the Securities Act of 1933, as amended (the "**Securities Act**"). We granted options to U.S. persons in reliance on the private offering exemption from registration provided by Section 4(a)(2) of the Securities Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On August 22, 2019 we announced the appointment of Lawrence Lepard as a director of the Company effective August 22, 2019.

Mr. Lepard, age 62, runs Equity Management Associates, LLC ("EMA"), an investment partnership which has focused on investing in precious metals since 2008.

Prior to EMA, Mr. Lepard spent 25 years as a professional investor and venture capitalist. From 1991 to 2004 he was one of two Managing Partners at Geocapital Partners ("Geocapital") in New Jersey which managed six venture capital partnerships, the last of which was \$250 million. Geocapital was very active in technology, software and computer investing and invested heavily in the internet starting in 1993. Geocapital was the lead investor in Netcom, Inc., the first internet service provider to complete an IPO in 1996. Prior to Geocapital Mr. Lepard spent 7 years as a General Partner at Summit Partners in Boston, MA. Summit is a large venture capital and private equity firm. He was employee number 4, joining 1 year after Summit was launched. Mr. Lepard holds an MBA with Academic Distinction from Harvard Business School and a BA in Economics from Colgate University.

Item 9.01 Financial Statements and Exhibits

Exhibit

No.

Description

99.1 Press release dated August 22, 2019

SIGNATURES

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: August 23, 2019

RISE GOLD CORP.

/s/ Benjamin Mossman

Benjamin Mossman
Chief Executive Officer