

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): **April 11, 2017**

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.)

488 – 1090 West Georgia Street
Vancouver, British Columbia
Canada
(Address of principal executive offices)

V6E 3V7
(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)

Item 8.01 Other Events.

On April 11, 2017, the Company announced a non-brokered private placement of up to 8,700,000 units at a price of \$0.23 per unit for gross proceeds of up to approximately \$2,000,000 (the “Private Placement”). Each unit will consist of one share of the Company’s common stock and one non-transferable share purchase warrant exercisable into one share of common stock at a price of \$0.40 for a period of two years from the date of issuance. All securities issued pursuant to the Private Placement will be subject to statutory hold periods in accordance with applicable United States and Canadian securities laws.

The Company expects to use the proceeds from the Private Placement for general working capital purposes. The Company may pay finder’s fees to eligible persons in accordance with applicable securities laws and regulatory policies.

The offered securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws and may not be offered or sold in the United States except in compliance with one or more exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws.

Item 9.01 Financial Statements and Exhibits.

Exhibit

No. _____

Description

99.1

[Press release dated April 11, 2017](#)

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: April 12, 2017

RISE RESOURCES INC.

/s/ Cale Thomas

Cale Thomas

Chief Financial Officer, Director

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PUBLICATION, DISTRIBUTION OR DISSEMINATION, DIRECTLY OR INDIRECTLY, IN
WHOLE OR IN PART, IN OR INTO THE UNITED STATES.



RISE ANNOUNCES PRIVATE PLACEMENT

April 11, 2017 – Vancouver, British Columbia – Rise Gold Corp. (CSE: RISE, OTC: RYES) (the “Company”) announces a non-brokered private placement of up to 8,700,000 units at a price of \$0.23 per unit for gross proceeds of up to approximately \$2,000,000 (the “Private Placement”). Each unit will consist of one share of the Company’s common stock and one non-transferable share purchase warrant exercisable into one share of common stock at a price of \$0.40 for a period of two years from the date of issuance. All securities issued pursuant to the Private Placement will be subject to statutory hold periods in accordance with applicable United States and Canadian securities laws.

The Company expects to use the proceeds from the Private Placement for general working capital purposes. The Company may pay finder’s fees to eligible persons in accordance with applicable securities laws and regulatory policies.

About Rise Gold Corp.

Rise is an exploration stage mining company. The Company’s principal asset is the historic past producing Idaho-Maryland Gold Mine located in California, USA. Rise was incorporated in Nevada, USA in 2007 and maintains its head office in Vancouver, British Columbia, Canada.

On behalf of the Board of Directors:

Benjamin Mossman
CEO and Director
Rise Gold Corp.

For further information, please contact:

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Vancouver, BC V6E 3V7
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INVESTOR RELATIONS

Skanderbeg Capital Advisors Inc.

Mario Vetro

T: 604.687.7130

Email: mario@skanderbegcapital.com

Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of applicable securities laws. Forward-looking statements are frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar words or statements that certain events or conditions “may” or “will” occur.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. Such forward-looking statements are subject to risks, uncertainties and assumptions related to certain factors including, without limitation, obtaining all necessary approvals, meeting expenditure and financing requirements, compliance with environmental regulations, title matters, operating hazards, metal prices, political and economic factors, competitive factors, general economic conditions, relationships with vendors and strategic partners, governmental regulation and supervision, seasonality, technological change, industry practices, and one-time events that may cause actual results, performance or developments to differ materially from those contained in the forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements and information contained in this release. Rise undertakes no obligation to update forward-looking statements or information except as required by law.