

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 24, 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)

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 8.01 Other Events.

On August 24, 2017, the Company announced a non-brokered private placement of up to 24,000,000 units at a price of CDN\$0.15 per unit for gross proceeds of up to approximately CDN\$3,600,000 (the "Private Placement"). Each unit will be comprised of one share of the Company's common stock and one non-transferable share purchase warrant exercisable into one additional share of common stock at a price of CDN\$0.25 per share 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, including a minimum six-month U.S. hold period. The Company expects to use the proceeds from the Private Placement for the advancement of the Idaho-Maryland Gold Project. The Company may pay finder's fees to eligible persons in accordance with applicable securities laws and regulatory policies.

The securities offered have not been 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 absent registration or compliance with an applicable exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit
No. _____

Description

99.1 Press release dated August 24, 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: August 28, 2017

RISE RESOURCES INC.

/s/ Cale Thomas

Cale Thomas

Chief Financial Officer



RISE ANNOUNCES NON-BROKERED PRIVATE PLACEMENT

August 24, 2017 – Vancouver, British Columbia ó Rise Gold Corp. (CSE: RISE, OTC: RYES) (öRiseö or the öCompanyö) announces a non-brokered private placement of up to 24,000,000 units at a price of CDN\$0.15 per unit for gross proceeds of up to approximately CDN\$3,600,000 (the öPrivate Placementö). Each unit will consist of one share of the Companyö common stock and one non-transferable share purchase warrant exercisable into one additional share of common stock at a price of \$0.25 per share 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, including a minimum six-month U.S. hold period. The Company expects to use the proceeds from the Private Placement for the advancement of the Idaho-Maryland Gold Project. The Company may pay finderö fees to eligible persons in accordance with applicable securities laws and regulatory policies.

The securities offered have not been registered under the United States Securities Act of 1933, as amended (the öU.S. Securities Actö), or any state securities laws and may not be offered or sold absent registration or compliance with an applicable exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

About Rise Gold Corp

Rise is an exploration-stage mining company. The Companyö principal asset is the historic past producing Idaho-Maryland Gold Mine located in California, USA. The Idaho-Maryland Gold Mine is one of the United Statesö greatest past producing gold mines with total past production of 2,414,000 oz of gold from 1866-1955. Rise is a US corporation incorporated in Nevada, USA and maintains its head office in Vancouver, British Columbia, Canada.

On behalf of the Board of Directors:

Benjamin Mossman
President, CEO and Director
Rise Gold Corp.

For further information, please contact:

RISE GOLD CORP

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Vancouver, BC V6E 3V7

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info@risegoldcorp.com

www.risegoldcorp.com

Benjamin Mossman, P.Eng, CEO of the Rise Gold Corp, is the Qualified Person responsible for the content of this news release. The CSE has not reviewed, approved or disapproved of the contents of this news release.

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.