

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): **December 29, 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 December 29, 2017, Rise Gold Corp. issued a press release announcing that the Securities and Exchange Commission has declared effective the Company's registration statement on Form S-1 relating to the resale of up to 52,560,780 shares of the Company's common stock held by certain stockholders of the Company named in the registration statement. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit

No.

Description

99.1

Press release dated December 29, 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: December 29, 2017

RISE GOLD CORP.

/s/ Cale Thomas

Cale Thomas

Chief Financial Officer



**RISE REGISTRATION STATEMENT ON FORM S-1
HAS BEEN DECLARED EFFECTIVE**

December 29, 2017 – Vancouver, British Columbia ó Rise Gold Corp. (CSE: RISE, OTCQB: RYES) (õRiseö or the õCompanyö) is pleased to announce that the Securities and Exchange Commission (õSECö) has declared effective the Company's registration statement on Form S-1 relating to the resale of up to 52,560,780 shares of the Company's common stock (the õSecuritiesö) held by certain stockholders of the Company named in the registration statement comprised of the following:

- 25,715,390 shares of our common stock held by selling stockholders
- 18,418,250 shares of our common stock issuable upon exercise of common stock purchase warrants held by selling stockholders exercisable at CDN\$0.40 per share
- 6,927,140 shares of our common stock issuable upon exercise of common stock purchase warrants held by selling stockholders exercisable at CDN\$0.25 per share
- 1,500,000 shares of our common stock issuable upon exercise of common stock purchase warrants held by selling stockholders exercisable at CDN\$0.227 per share

The registration statement, while effective, allows the selling stockholders named in the registration statement to publicly resell the Securities. The Company will not receive any proceeds from the sale of the Securities by the selling stockholders. Upon the cash exercise of the warrants, the Company will receive the exercise price of the warrants.

The registration statement may be accessed through the SEC's website at www.sec.gov. A copy of the prospectus relating to the offering may also be accessed through the SEC's website at www.sec.gov or may be obtained from the Company by sending a request to: Rise Gold Corp., Suite 488 ó 1090 West Georgia Street, Vancouver, BC V6E 3V7 or by calling (604) 209-0034.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sales of these securities, in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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. The Idaho-Maryland Gold Mine is one of the United States' 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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www.risegoldcorp.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.