

VISTA GOLD CORP
Form 4
August 15, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
OGRYZLO C THOMAS

(Last) (First) (Middle)

**C/O VISTA GOLD CORP., 7961
SHAFFER PARKWAY, SUITE 5**

(Street)

LITTLETON, CO 80127

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VISTA GOLD CORP [VGZ]

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------------------------|---|--|-----------------------------------|
| | | | | Code | V Amount or Price (A) (D) | | | |
| Common Shares | 08/11/2016 | | M | 20,800 | A | \$ 0 (1) 81,174 | D | |
| Common Shares | 08/11/2016 | | M | 45,000 | A | \$ 0 (2) 126,174 | D | |
| Common Shares | 08/11/2016 | | M | 25,200 | A | \$ 0 (3) 151,374 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (1) | 08/11/2016 | | M | 20,800 | (1) | (1) | Common Shares | 20,800 |
| Restricted Stock Units | (2) | 08/11/2016 | | M | 45,000 | (2) | (2) | Common Shares | 45,000 |
| Restricted Stock Units | (3) | 08/11/2016 | | M | 25,200 | (3) | (3) | Common Shares | 25,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OGRYZLO C THOMAS C/O VISTA GOLD CORP. 7961 SHAFFER PARKWAY, SUITE 5 LITTLETON, CO 80127 | | X | | |

Signatures

/s/ Connie Martinez, as attorney-in-fact for C. Thomas
Ogryzlo

08/15/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Partial vesting of grant of 64,000 RSUs on 7/28/15, previously reported on a Form 4 filed with the SEC on 7/30/15. Each RSU represents a contingent right to receive one share of VGZ common stock. Total does not include 4,800 shares underlying performance share awards previously reported on the Form 4 filed 7/30/15, which were forfeited due to failure to achieved the specified performance criteria. Vesting of 40% of the RSUs will occur on 7/28/17, subject to share price performance criteria for the Issuer's common shares. The remaining 20% of the grant will vest on the 2nd and 3rd year anniversaries of the grant. VESTING OF THE REMAINING RSUs IS

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SUBJECT TO PERFORMANCE AND MARKET PRICE CRITERIA AND THE RSUs WILL NOT NECESSARILY VEST OR CONVERT INTO NON-DERIVATIVE SECURITIES TO BE BENEFICIALLY OWNED BY THE REPORTING PERSON.

- (2) Partial vesting of grant of 75,000 RSUs on 7/29/14, previously reported on a Form 4 filed with the SEC on 7/31/14. Each RSU represents a contingent right to receive one share of VGZ common stock. Vesting of the 45,000 RSUs was subject to the reporting person meeting annual performance criteria. Vesting of the remaining 30,000 RSUs is contingent upon share price performance criteria for the Issuer's common shares. VESTING OF THE REMAINING RSUs IS SUBJECT TO MARKET PRICE CRITERIA AND WILL NOT NECESSARILY VEST OR CONVERT INTO NON-DERIVATIVE SECURITIES TO BE BENEFICIALLY OWNED BY THE REPORTING PERSON.

- (3) Partial vesting of grant of 63,000 RSUs on 8/9/13, previously reported on a Form 4 filed with the SEC on 8/12/13. Each RSU represents a contingent right to receive one share of VGZ common stock. Vesting of the RSUs was subject to the reporting person meeting annual performance criteria.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.