

VISTA GOLD CORP
Form 4
August 15, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RICHINGS MICHAEL B

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	08/11/2016		M		20,800	A	\$ 0 (1)
							182,091
Common Shares	08/11/2016		M		45,000	A	\$ 0 (2)
							227,091
Common Shares	08/11/2016		M		25,200	A	\$ 0 (3)
							252,291

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

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. Deemed Exercise Date (Instr. 3 and 4)	
				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
RICHINGS MICHAEL B C/O VISTA GOLD CORP. 7961 SHAFFER PARKWAY, SUITE 5 LITTLETON, CO 80127	X

Signatures

/s/ Connie Martinez, as attorney-in-fact for Michael B. Richings

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.

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