

ENGELE JOHN F
Form 4
August 10, 2017

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 *
ENGELE JOHN F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O VISTA GOLD CORP., 7961
SHAFFER PARKWAY, SUITE 5

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP - CFO

(Street)
LITTLETON, CO 80127

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

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

(City) (State) (Zip)

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|
| | | | | (A) or (D) | Price | | | | |
| Common Shares | 08/08/2017 | | M | V | 97,200 | A | \$ 0 (1) | 354,150 | D |
| Common Shares | 08/08/2017 | | F | | 44,361 | D | \$ 0 (1) | 309,789 | D |
| Common Shares | 08/08/2017 | | M | | 116,500 | A | \$ 0 (2) | 426,289 | D |
| Common Shares | 08/08/2017 | | F | | 53,170 | D | \$ 0 (2) | 373,119 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|----------------------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 08/08/2017 | | M | | 97,200 | <u>(1)</u> | <u>(1)</u> | Common Shares | 97,200 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 08/08/2017 | | M | | 116,500 | <u>(2)</u> | <u>(2)</u> | Common Shares | 116,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| ENGELE JOHN F C/O VISTA GOLD CORP. 7961 SHAFFER PARKWAY, SUITE 5 LITTLETON, CO 80127 | | | Senior VP - CFO | |

Signatures

/s/ Connie Martinez as attorney-in-fact for John F. Engele

08/10/2017

**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 243,000 RSUs on 7/29/14, previously reported on Form 4 filed with the SEC on 7/31/14. Each RSU represents a contingent right to receive one share of VGZ common stock.
- (2) Partial vesting of grant of 233,000 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.

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.