

Rozelle John W.  
Form 4  
August 10, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Rozelle John W.

(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)  
08/08/2017

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)  
Senior Vice President

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  | (A) or (D)   | Price                             |
| Common Shares                   | 08/08/2017                           |  | M                              |   | 62,800  | A  | \$ 0<br>(1)                       |
| Common Shares                   | 08/08/2017                           |  | F                              |   | 23,017  | D  | \$ 0<br>(1)                       |
| Common Shares                   | 08/08/2017                           |  | M                              |   | 75,000  | A  | \$ 0<br>(2)                       |
| Common Shares                   | 08/08/2017                           |  | F                              |   | 27,489  | D  | \$ 0<br>(2)                       |

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

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SEC 1474  
(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    | 08/08/2017                           |  | M                              | 82,400  | <sup>(1)</sup> / <sup>(1)</sup>                          | Common Shares   | 82,400                        |
| Restricted Stock Units                     | \$ 0 <sup>(2)</sup>                                    | 08/08/2017                           |  | M                              | 75,000  | <sup>(2)</sup> / <sup>(2)</sup>                          | Common Shares   | 75,000                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Rozelle John W.<br>C/O VISTA GOLD CORP.<br>7961 SHAFFER PARKWAY, SUITE 5<br>LITTLETON, CO 80127 |               |           | Senior Vice President |       |

## Signatures

/s/ Connie Martinez as attorney-in-fact for John W. Rozelle 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 206,000 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 150,000 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.

## Edgar Filing: Rozelle John W. - Form 4

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