

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 \*  
Earnest Frederick Hume

(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)  
President and CEO

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                   | 08/11/2016                           |  | M                              |   | 120,000   | A  | \$ 0<br>(1)                       |
| Common Shares                   | 08/11/2016                           |  | M                              |   | 140,725   | A  | \$ 0<br>(2)                       |
| Common Shares                   | 08/11/2016                           |  | M                              |   | 70,500  | A  | \$ 0<br>(3)                       |
| Common Shares                   | 08/11/2016                           |  | M                              |   | 271,200   | A  | \$ 0<br>(4)                       |
| Common Shares                   | 08/11/2016                           |  | M                              |   | 162,400   | A  | \$ 0<br>(5)                       |

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

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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                     | (1)  | 08/11/2016                           |  | M                              | 120,000   | (1) (1)  | Common Shares 120,000   |
| Restricted Stock Units                     | (2)  | 08/11/2016                           |  | M                              | 140,725   | (2) (2)  | Common Shares 140,725   |
| Restricted Stock Units                     | (3)  | 08/11/2016                           |  | M                              | 70,500  | (3) (3)  | Common Shares 70,500  |
| Restricted Stock Units                     | (4)  | 08/11/2016                           |  | M                              | 271,200   | (4) (4)  | Common Shares 271,200   |
| Restricted Stock Units                     | (5)  | 08/11/2016                           |  | M                              | 162,400   | (5) (5)  | Common Shares 162,400   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Earnest Frederick Hume<br>C/O VISTA GOLD CORP<br>7961 SHAFFER PARKWAY, SUITE 5<br>LITTLETON, CO 80127 | X             |           | President and CEO |       |

## Signatures

/s/ Connie Martinez as attorney-in-fact for Frederick H.  
Earnest

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) Full vesting of grant of 120,000 restricted stock units ("RSU") granted on 7/28/15 and previously reported on a Form 4 filed with the Securities and Exchange Commission ("SEC") on 7/30/15. Each RSU represents a contingent right to receive one share of VGZ common stock. Vesting of the RSUs was not contingent on performance criteria.

(2) Partial vesting of grant of 433,000 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 32,475 shares underlying performance share awards previously reported on the Form 4 filed 7/30/15, which were forfeited due to failure to achieve 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 is will vest on the 2nd and 3rd year anniversaries of the grant. VESTING OF THE REMAINING RSUs IS 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.

(3) Partial vesting (50%) of grant of 141,000 RSUs on 7/29/14, previously reported on a Form 4 filed with the SEC on 7/31/14 (50% of the grant previously vested on 7/28/15). Each RSU represents a contingent right to receive one share of VGZ common stock.

(4) Partial vesting of grant of 452,000 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 271,200 RSUs was subject to the reporting person meeting annual performance criteria. Vesting of the remaining 180,800 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.

(5) Partial vesting of grant of 406,000 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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