

VISTA GOLD CORP
Form 8-K/A
August 25, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 2)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **July 6, 2006**

VISTA GOLD CORP.

(Exact name of registrant as specified in its charter)

Yukon Territory, Canada
(State or other jurisdiction
of incorporation)

1-9025
(Commission
File Number)

Not Applicable
(IRS Employer
Identification No.)

7961 Shaffer Parkway, Suite 5, Littleton, CO
(Address of principal executive offices)

80127
(Zip Code)

Registrant's telephone number, including area code: **(720) 981-1185**

Not Applicable

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Explanatory Note

Vista Gold Corp. (the Company) is filing this amendment (the Form 8-K/A) to its Current Report on Form 8-K, dated July 6, 2006 and filed with the Commission on July 12, 2006, as amended by Amendment No. 1 thereto, filed with the Commission on August 16, 2006 (together, the Form 8-K), to revise the Form 8-K Items under which the information in the Form 8-K was provided. In particular, this Form 8-K/A is being filed to report terms of the second amendment (the Amendment), executed on August 20, 2006, to the previously announced binding letter of intent dated July 6, 2006, as amended by letter dated August 15, 2006 (together, the LOI) with Carl Pescio, Janet Pescio, Greg Hryhorchuk and Robert Lipsett (together, the Pescio Group).

Item 1.01 Entry into a Material Definitive Agreement.

On August 20, 2006, the Company entered into the Amendment pursuant to which the terms of the LOI were revised to extend the expected date for execution and delivery of the Arrangement and Merger Agreement, as well as the Release Date (as such terms are defined in the LOI and the Amendment, respectively), until September 29, 2006.

All other terms of the LOI remain substantially the same as described in the Form 8-K.

The preceding description of the terms of the LOI and the Amendment are qualified in their entirety by reference to the forms of these documents, which are each incorporated herein by reference. The previously announced binding letter of intent dated July 6, 2006, and the amendment thereto dated August 15, 2006, were filed as Exhibit 10.1 and Exhibit 10.2, respectively, to the Form 8-K and remain as Exhibit 10.1 and Exhibit 10.2 to this Form 8-K/A. The Amendment is filed herewith as Exhibit 10.3.

Neither this Form 8-K/A nor any of the documents referenced herein constitutes an offer to sell or the solicitation of an offer to buy, nor shall there be any offer or sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the Securities Act of 1933, as amended, and applicable securities laws of any such state or jurisdiction.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit 10.1 Binding Letter of Intent, dated July 6, 2006, among Carl Pescio, Janet Pescio, Greg Hryhorchuk, Robert Lipsett and Vista Gold Corp. (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K as filed July 12, 2006 and incorporated herein by reference)

Exhibit 10.2 Amendment to Binding Letter of Intent, dated August 15, 2006, among Carl Pescio, Janet Pescio, Greg Hryhorchuk, Robert Lipsett and Vista Gold Corp. (filed as

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Exhibit 10.2 to the Company's Current Report on Form 8-K/A as filed August 16, 2006 and incorporated herein by reference)

Exhibit 10.3 Second Amendment to Binding Letter of Intent, dated August 20, 2006, among Carl Pescio, Janet Pescio, Greg Hryhorchuk, Robert Lipsett and Vista Gold Corp.

Exhibit 99.1 Press Release of Vista Gold Corp. dated July 10, 2006 (furnished as Exhibit 99.1 to the Company's Current Report on Form 8-K as filed July 12, 2006 and incorporated herein by reference)

Exhibit 99.2 Press Release of Vista Gold Corp. dated August 15, 2006 (furnished as Exhibit 99.2 to the Company's Current Report on Form 8-K/A as filed August 16, 2006 and incorporated herein by reference)

Safe Harbor Statement; Forward Looking Statements.

This filing and the press releases included as exhibits hereto contain forward-looking statements within the meaning of the Securities Act of 1933 and Securities Exchange Act of 1934. All statements, other than statements of historical facts, included in these materials that address activities, events or developments that Vista expects or anticipates will or may occur in the future, including such things as future business strategy, competitive strengths, goals, expansion and growth of Vista's or Newco's businesses, operations, plans and other such matters are forward-looking statements. When used in this filing and the press releases, the words "estimate", "plan", "anticipate", "expect", "intend", "believe" and similar expressions are intended to identify forward-looking statements. The statements made in this filing and the press releases about the proposed equity financing and the anticipated impact the contemplated transaction described herein may have on the operations of Vista or Newco, as well as the benefits expected to result from the contemplated transaction, are forward-looking statements. Other forward-looking statements include but are not limited to those with respect to future financings, reserve and resource estimates and production costs. These statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Vista and Newco, including anticipated consequences of the contemplated transaction described herein, to be materially different from any future risks, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, risks relating to capital market conditions in general, the risk that Vista will be unable to complete the proposed financing on favorable terms or at all, risks that may affect Vista's ability to complete the proposed transaction including risks that Vista may be unable to complete a definitive agreement, or may be unable to obtain required securityholder, court or third party approvals, risks that Vista's or Newco's acquisition, exploration and property advancement efforts will not be successful; risks relating to fluctuations in the price of gold; the inherently hazardous nature of mining-related activities; uncertainties concerning reserve and resource estimates; and potential effects on Vista's or Newco's operations of environmental regulations in the countries in which they operate, as well as those factors discussed in Vista's latest Annual Report on Form 10-K, Quarterly Report on Form 10-Q and its other filings with the U.S. Securities and Exchange Commission. Although Vista has attempted to identify important factors that could cause actual results to differ materially from those described in forward-looking statements, there may be other factors that cause results not to be as anticipated,

estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Vista assumes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VISTA GOLD CORP.

By: */s/ Gregory G. Marlier*
Gregory G. Marlier
Chief Financial Officer

Date: August 25, 2006