

VISTA GOLD CORP  
Form 8-K  
September 29, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report: September 25, 2009**

(Date of earliest event reported)

**VISTA GOLD CORP.**

(Exact Name of Registrant as Specified in Charter)

**Yukon Territory, Canada**

(State or Other Jurisdiction of Incorporation)

**1-9025**  
(Commission File Number)

**Not Applicable**  
(IRS Employer Identification No.)

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7961 SHAFFER PARKWAY, SUITE 5, LITTLETON, COLORADO 80127

(Address of Principal Executive Offices and Zip Code)

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

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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**Item 7.01 Regulation FD**

On September 25, 2009, the Registrant issued a press release announcing the closing of the sale of 1.32 million common shares, pursuant to the underwriters' exercise of the over-allotment option, which the Company granted in connection with its recently-closed public offering of common shares. Consistent with the public offering of common shares that closed on September 21, 2009, the 1.32 million common shares were sold to the underwriters at the public offering price of US\$2.25 per common share. The over-allotment and the recently-closed public offering were made pursuant to the Company's shelf registration statement filed with the U.S. Securities and Exchange Commission and a shelf prospectus filed with certain Canadian securities regulatory authorities. With the sale of the additional 1.32 million common shares to the underwriters, 10.12 million common shares in total have been sold in connection with the offering. A copy of the press release is attached to this report as Exhibit 99.1. In accordance with General Instruction B.2 of Form 8-K, the information set forth herein and in the press release is deemed to be furnished and shall not be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended. The information set forth in Item 7.01 of this report shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

**Item 9.01 Exhibits**

99.1 Press Release dated September 25, 2009\*

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\*The Exhibit relating to Item 7.01 is intended to be furnished to, not filed with, the SEC pursuant to Regulation FD.

**SIGNATURES**

In accordance with the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**VISTA GOLD CORP.**  
(Registrant)

Dated: September 28, 2009

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