

ENGELE JOHN F  
Form 4  
March 12, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ENGELE JOHN F

(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)  
03/09/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Senior VP - CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
Common Shares	03/09/2018		A	Amount 30,400 (1)	\$ 0	382,941	D
Common Shares	03/09/2018		F	13,419	\$ 0.75	369,522	D

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

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SEC 1474  
(9-02)

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**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
Stock Option (Right to Buy)	\$ 0.75	03/09/2018		A	50,000	(2) 03/09/2023	Common Shares 50,000
Restricted Stock Units	\$ 0 (3)	03/09/2018		A	54,000 (3)	03/09/2019 03/09/2019	Common Shares 54,000

## 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 03/09/2018

\_\_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).

- On March 5, 2017, the reporting person was granted performance-based restricted stock units ("RSUs"). Each RSU represents a
- (1) contingent right to receive one share of VGZ common stock. The established performance criteria was determined to have been met for the RSUs reported above on March 9, 2018.
  - (2) The options vest as follows: 16,666 on 3/9/2018; 16,666 on 3/9/2019; and 16,667 on 3/9/2020.
  - (3) Each restricted stock unit represents a contingent right to receive one share of VGZ common stock ("RSU"). Vesting of the RSUs will occur on 3/9/2019, subject to the reporting person's continuing employment with the Issuer. VESTING OF THE RSU GRANTS IS ALSO 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.

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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