

VISTA GOLD CORP

Form 4

July 13, 2011

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SPROTT INC.**

(Last) (First) (Middle)

**ROYAL BANK PLAZA, SOUTH  
TOWER, 200 BAY STREET,  
SUITE 2700**

(Street)

**TORONTO, A6 M5J 2J1**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**VISTA GOLD CORP [VGZ]**

3. Date of Earliest Transaction  
(Month/Day/Year)

**06/22/2011**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Shares without par value	06/22/2011		S		22,000	D	\$ 2.8	4,213,365	I	See footnote <u>(1)</u>
Common Shares without par value	07/12/2011		S		12,000	D	\$ 3.31	4,201,365	I	See footnote <u>(1)</u>
Common Shares without par	07/12/2011		S		5,000	D	\$ 3.32	4,196,365	I	See footnote <u>(1)</u>

value

Common

Shares

without par

value

07/12/2011

S

3,000

D

\$ 3.2 4,193,365

I

See

footnote <sup>(1)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	8. Amount or Number of Shares
Warrants	\$ 2.3					02/23/2011 10/22/2012	Common Shares	619,565
Warrants	\$ 3.5 <sup>(2)</sup>					02/23/2011 10/22/2015	Common Shares	4,018,713

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

SPROTT INC.  
ROYAL BANK PLAZA, SOUTH TOWER  
200 BAY STREET, SUITE 2700  
TORONTO, A6 M5J 2J1

X

## Signatures

Sprott Inc., by:/s/Kirstin McTaggart, Authorized  
Person

07/13/2011

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) The reported securities are held in accounts advised by the Reporting Person. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- (2) The exercise price of the warrants is \$3.50 during the first year following their issuance, \$4.00 during the second year, \$4.50 during the third year and \$5.00 thereafter until the expiry of the warrants.

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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