

VISTA GOLD CORP
Form 4
August 19, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
SUN VALLEY GOLD MASTER FUND, LTD

(Last) (First) (Middle)

INTERNATIONAL MANAGEMENT SERVICES LTD, 3RD FLR, HARBOUR CTRE, N CHURCH ST BOX61

(Street)

GRAND CAYMAN, E9 KY1-1102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VISTA GOLD CORP [VGZ]

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2015

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 Stock | 12/17/2015 | | P | | 56,245 | A | \$ 0.2775 |
| Common Stock | 12/18/2015 | | P | | 3,400 | A | \$ 0.2775 |
| Common Stock | 12/22/2015 | | P | | 3,600 | A | \$ 0.2966 |
| Common Stock | 12/28/2015 | | P | | 24,975 | A | \$ 0.285 |
| Common Stock | 12/30/2015 | | P | | 23,596 | A | \$ 0.29 |
| | | | | | | | 10,425,290 |
| | | | | | | | 10,428,690 |
| | | | | | | | 10,432,290 |
| | | | | | | | 10,457,265 |
| | | | | | | | 10,480,861 |

Edgar Filing: VISTA GOLD CORP - Form 4

| | | | | | | | |
|--------------|------------|---|---------|---|-----------|------------|---|
| Common Stock | | | | | | | |
| Common Stock | 01/15/2016 | P | 8,305 | A | \$ 0.28 | 10,489,166 | D |
| Common Stock | 01/25/2016 | P | 18,679 | A | \$ 0.28 | 10,507,845 | D |
| Common Stock | 01/25/2016 | P | 445 | A | \$ 0.28 | 10,508,290 | D |
| Common Stock | 02/01/2016 | P | 14,816 | A | \$ 0.29 | 10,523,106 | D |
| Common Stock | 02/05/2016 | P | 8,985 | A | \$ 0.2994 | 10,532,091 | D |
| Common Stock | 08/03/2016 | P | 737,500 | A | Ⓛ | 11,269,591 | D |
| Common Stock | 08/18/2016 | P | 86,900 | A | \$ 1.095 | 11,356,491 | D |
| Common Stock | 08/18/2016 | P | 86,987 | A | \$ 1.0923 | 11,443,478 | D |

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.

SEC 1474
(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 Number of Shares |
| Warrant | \$ 1.92 | 08/03/2016 | | P | 368,750 | 08/03/2016 | 08/08/2019 | Common Stock | 368,750 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SUN VALLEY GOLD MASTER FUND, LTD
INTERNATIONAL MANAGEMENT SERVICES LTD
3RD FLR, HARBOUR CTRE, N CHURCH ST BOX61
GRAND CAYMAN, E9 KY1-1102

X

Signatures

Sun Valley Gold Master Fund, Ltd., By: /s/ Peter F. Palmedo,
Director

08/19/2016

__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) The Reporting Person purchased 737,500 Units on August 8, 2016 for \$1.40 per Unit. Each Unit is comprised of one share of common stock of the Issuer (each, a "Common Share") and one-half Common Share purchase warrant (each whole warrant, a "Warrant"). The Units separated into Common Shares and Warrants immediately upon closing of the offering.

Remarks:

Sun Valley Gold Master Fund, Ltd. disclaims beneficial ownership of the reported securities except to the extent of its pecunia

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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