

Edgar Filing: VISTA GOLD CORP - Form S-3/A

VISTA GOLD CORP  
Form S-3/A  
September 19, 2002

Registration No. 333-91254

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

AMENDMENT NO. 3  
TO  
FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

VISTA GOLD CORP.  
(Exact name of registrant as specified in its charter)

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

98-0066159  
(I.R.S. Employer Identification Number)

Suite 5, 7961 Shaffer Parkway  
Littleton, Colorado 80127  
(720) 981-1185  
(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

Ronald J. McGregor  
President and Chief Executive Officer  
Vista Gold Corp.  
Suite 5, 7961 Shaffer Parkway  
Littleton, Colorado 80127  
(720) 981-1185  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service and authorized representative of registrant in the  
United States)

with copies to:

Jonathan C. Guest, Esq.  
Perkins, Smith & Cohen, LLP  
One Beacon Street  
Boston, Massachusetts 02108  
(617) 854-4000

William F. Sirett, Esq.  
Borden Ladner Gervais LLP  
1200 Waterfront Centre  
200 Burrard Street, P.O. Box 48600  
Vancouver, B.C., Canada V7X 1T2  
(604) 687-5744

Approximate date of commencement of proposed sale to the public: As soon  
as possible after this Registration Statement is declared effective.

If the only securities being registered on this Form are being offered  
pursuant to dividend or interest reinvestment plans, check the following box.

EXHIBITS.

Edgar Filing: VISTA GOLD CORP - Form S-3/A

| Exhibit<br>Number<br>----- | Description of Document<br>-----  |    |
|----------------------------|---|----|
| 5                          | Opinion of Campion Macdonald (including the consent of such firm) regarding the legality of the securities being offered                              | ** |
| 23.1                       | Consent of Campion Macdonald (included as part of Exhibit 5 hereto)   | ** |
| 23.2                       | Consent of PricewaterhouseCoopers LLP, independent auditors   |    |
| 23.3                       | Consent of Mine Reserve Associates, Inc.  | *  |
| 23.4                       | Consent of Mineral Resources Development, Inc.  | ** |
| 24                         | Powers of Attorney  | *  |
| *                          | Incorporated by reference to the Registrant's Registration Statement on Form S-3, as filed with the Commission on June 26, 2002.                      |    |
| **                         | Incorporated by reference to Amendment No. 1 to the Registrant's Registration Statement on Form S-3, as filed with the Commission on August 15, 2002. |    |

1

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-3 and has duly caused this Amendment No. 3 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Littleton, Colorado, on September 18, 2002.

VISTA GOLD CORP.

-----  
Registrant

By: /s/ Ronald J. McGregor

-----  
Ronald J. McGregor  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 3 to Registration Statement has been signed by the following persons in the capacities and on the dates stated.

| Signature<br>-----                                    | Title<br>-----  | Date<br>-----      |
|---|---|--------------------|
| /s/ Ronald J. McGregor<br>-----<br>Ronald J. McGregor | President, Chief Executive Officer<br>and Director (Principal Executive<br>Officer and Authorized Representative<br>in the United States) | September 18, 2002 |

Edgar Filing: VISTA GOLD CORP - Form S-3/A

|   |   |                   |
|---|---|-------------------|
| /s/ John F. Engele<br>-----<br>John F. Engele | Vice President Finance and Chief<br>Financial Officer (Principal Financial<br>and Accounting Officer) | September 18, 200 |
| *<br>-----<br>John M. Clark                   | Director  | September 18, 200 |
| *<br>-----<br>Michael B. Richings             | Director  | September 18, 200 |
| *<br>-----<br>A. Murray Sinclair              | Director  | September 18, 200 |
| *<br>-----<br>C. Thomas Ogryzlo               | Director  | September 18, 200 |
| -----<br>Robert A. Quartermain                | Director  |                   |

By: /s/ John F. Engele  
 -----  
 John F. Engele, Attorney-in-Fact

| Exhibit<br>Number  | Description of Document  |    |
|--|--|----|
| -----  | -----  |    |
| 5  | Opinion of Campion Macdonald (including the consent of such firm) regarding the legality of the securities being offered | ** |
| 23.1   | Consent of Campion Macdonald (included as part of Exhibit 5 hereto)  | ** |
| 23.2   | Consent of PricewaterhouseCoopers LLP, independent auditors  |    |
| 23.3   | Consent of Mine Reserve Associates, Inc.   | *  |
| 23.4   | Consent of Mineral Resources Development, Inc.   | ** |
| 24   | Powers of Attorney   | *  |
| * Incorporated by reference to the Registrant's Registration Statement on Form S-3, as filed with the Commission on June 26, 2002. |  |    |

Edgar Filing: VISTA GOLD CORP - Form S-3/A

\*\* Incorporated by reference to Amendment No. 1 to the Registrant's Registration Statement on Form S-3, as filed with the Commission on August 15, 2002.