

EXPLORATION CAPITAL PARTNERS 2000 LTD PARTNERSHIP
Form SC 13D/A
December 18, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 3)

Under the Securities Exchange Act of 1934

VISTA GOLD CORP.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

927926 20 4

(CUSIP Number)

Exploration Capital Partners 2000 Limited Partnership
c/o Keith Presnell
Global Resource Investments Ltd.
7770 El Camino Real
Carlsbad, California 92009
Tel.: 760-943-3939

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

December 12, 2002

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. NOT APPLICABLE

CUSIP No. 927926 20 4

Page 2 of 6

1 NAME OF REPORTING PERSON

Exploration Capital Partners
2000 Limited Partnership

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

88-0451737

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) | |
(b) | |

Edgar Filing: EXPLORATION CAPITAL PARTNERS 2000 LTD PARTNERSHIP - Form SC 13D/A

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

2,052,814

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

2,052,814

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,052,814

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.5%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 927926 20 4

Page 3 of 6

1 NAME OF REPORTING PERSON

Resource Capital Investment Corporation

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON
88-0384205

Edgar Filing: EXPLORATION CAPITAL PARTNERS 2000 LTD PARTNERSHIP - Form SC 13D/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Nevada

	7	SOLE VOTING POWER	
			0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
			2,052,814
	9	SOLE DISPOSITIVE POWER	
			0
	10	SHARED DISPOSITIVE POWER	
			2,052,814

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,052,814

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 18.5%

14 TYPE OF REPORTING PERSON*
 CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Edgar Filing: EXPLORATION CAPITAL PARTNERS 2000 LTD PARTNERSHIP - Form SC 13D/A

Exploration Capital Partners 2000 Limited Partnership ("Exploration Capital") and its corporate general partner, Resource Capital Investment Corporation ("Resource Capital"), as amended by Amendment No. 1, dated July 2, 2002, and Amendment No. 2, dated November 13, 2002 (as so amended, the "Schedule 13D"), is hereby amended by this Amendment No. 3, dated December 16, 2002 (the "Amendment"), to reflect certain changes in the information previously filed in the Schedule 13D relating to the outstanding Common Shares of Vista Gold Corp. (the "Issuer"). Unless otherwise specified, all capitalized terms contained herein have the meanings assigned to them in the Schedule 13D.

NOTE: Beneficial ownership calculations below are based on 9,967,082 Common Shares of the Issuer outstanding as of December 13, 2002.

Item 5. Interest in Securities of the Issuer

Item 5(a) and (c) are hereby amended and restated to read in their entirety as follows:

(a) Exploration Capital is the direct beneficial owner of 2,052,814 Shares (including 1,122,807 immediately exercisable purchase warrants), representing approximately 18.5% of the Issuer's outstanding Common Shares. By virtue of the relationships described under Item 2 of the Schedule 13D, Resource Capital may be deemed to share indirect ownership of the Shares directly beneficially owned by Exploration Capital.

By virtue of the relationships described under Item 2 of the amended Statement on Schedule 13D, dated November 13, 2002, filed by Mr. Rule et al., Mr. Rule may be deemed to share indirect ownership of (i) the Shares directly beneficially owned by Exploration Capital, (ii) 296,296 Shares (all of which are immediately exercisable share purchase warrants) directly beneficially owned by Global Resource Investments Ltd. ("Global Resource") and (iii) 228,574 Common Shares directly beneficially owned by Rule Investments, Inc. ("Rule Investments"), the General Partner and 100% owner of Global Resource. These represent an aggregate indirect beneficial ownership of 2,577,684 Shares, or approximately 22.6% of the Issuer's outstanding Common Shares.

Mr. Presnell is the direct beneficial owner of 108,278 Shares (including 58,479 immediately exercisable purchase warrants), representing approximately 1.1% of the Issuer's outstanding Common Shares.

(c) Since the filing of Amendment No. 2 to the Schedule 13D, the following transactions have occurred with respect to the Shares beneficially owned by the Reporting Persons (and indirectly beneficially owned by Mr. Rule):

Exploration Capital sold Common Shares, all in open market transactions, as follows:

December 12, 2002 - 50,000 shares at \$3.5147 per share, for aggregate proceeds of approximately \$175,735.

December 12, 2002 - 50,000 shares at \$3.6061 per share, for aggregate proceeds of approximately \$180,305.

On December 12, 2002, Rule Investments made a gift of 20,000 Common Shares to a person unaffiliated with either of the Reporting Persons.

Since the filing of Amendment No. 2 to the Schedule 13D, the following transactions have occurred with respect to the Shares beneficially owned by Mr.

Edgar Filing: EXPLORATION CAPITAL PARTNERS 2000 LTD PARTNERSHIP - Form SC 13D/A

Presnell:

Mr. Presnell sold Common Shares, all in open market transactions, as follows:

November 21, 2002 - 2,000 shares at \$2.48 per share, for aggregate proceeds of approximately \$ 4,970.

November 22, 2002 - 2,000 shares at \$2.46 per share, for aggregate proceeds of approximately \$ 4,930.

November 25, 2002 - 4,000 shares at \$2.40 per share, for aggregate proceeds of approximately \$ 9,610.

December 3, 2002 - 1,600 shares at \$2.90 per share, for aggregate proceeds of approximately \$ 4,648.

December 3, 2002 - 400 shares at \$2.89 per share, for aggregate proceeds of approximately \$ 1,158.

December 6, 2002 - 2,000 shares at \$3.29 per share, for aggregate proceeds of approximately \$ 6,590.

December 12, 2002 - 2,000 shares at \$3.33 per share, for aggregate proceeds of approximately \$ 6,670.

December 12, 2002 - 2,000 shares at \$3.55 per share, for aggregate proceeds of approximately \$ 7,110.

CUSIP No. 927926 20 4

Page 6 of 6

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: December 16, 2002

Exploration Capital Partners 2000
Limited Partnership

By: Resource Capital Investment Corporation,
its general partner

By: /s/ Keith Presnell

Keith Presnell, Chief Financial Officer

Date: December 16, 2002

Resource Capital Investment Corporation

By: /s/ Keith Presnell

Keith Presnell, Chief Financial Officer