

Edgar Filing: VICEROY RESOURCE CORP - Form SC 13G/A

VICEROY RESOURCE CORP  
Form SC 13G/A  
January 29, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

VISTA GOLD CORP.  
(Name of Issuer)

Common Shares  
(Title of Class of Securities)

927926 20 4  
(CUSIP Number)

January 15, 2003  
(Date of Event which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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1. NAME OF REPORTING PERSON  
Viceroy Resource Corporation

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
Not Applicable

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

(a)   
(b)

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3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Columbia, Canada

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NUMBER OF 5. SOLE VOTING POWER

SHARES 506,060

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BENEFICIALLY 6. SHARED VOTING POWER

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OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 506,060

PERSON 8. SHARED DISPOSITIVE POWER

WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

506,060

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.6%

12. TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a). Name of Issuer:

Vista Gold Corp.

Item 1(b). Address of Issuer's Principal Executive Offices:

7961 Shaffer Parkway, Suite 5  
Littleton, Colorado 80127

Item 2

(a). - (c).

Name, Principal Business Address and Citizenship of Person Filing:

Viceroy Resource Corporation  
Suite 900 - 570 Granville Street  
Vancouver, British Columbia, Canada V6C 3P1  
Citizenship: British Columbia, Canada

Item 2(d). Title of Class of Securities:

Common Shares

Item 2(e). CUSIP Number:

927926 20 4

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

(a)  Broker or dealer registered under Section 15 of the

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Exchange Act.

- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not Applicable

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Item 4. Ownership.

The information in items 1 and 5 through 11 on the cover page (p. 2) on Schedule 13G is hereby incorporated by reference.

Percentage ownership based on 10,780,620 Common Shares outstanding at January 17, 2003. Viceroy Resource Corporation owns 203,030 Common Shares of the Issuer and warrants to purchase an additional 303,030 Common Shares of the Issuer exercisable for a period of two years (expiring in August 2004).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

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Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below, the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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

Date: January 28, 2003

Viceroy Resource Corporation

By: /s/ Kim C. Casswell

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Name: Kim C. Casswell

Title: Corporate Secretary