#### VISTA GOLD CORP

Form 4

August 22, 2016

### 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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(b).

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person \* **Eppler William Durand** 

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

VISTA GOLD CORP [VGZ]

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

3. Date of Earliest Transaction

(Month/Day/Year) 08/18/2016

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

165 GILPIN STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Middle)

\_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

DENVER, CO 80218

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A)

(9-02)

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Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V Title (A) (D) Date Expiration Amount Exercisable Date or Number of Shares Restricted Common Stock  $\$ 0 \frac{(1)}{}$ 08/18/2016 24,000 (1) 08/18/2019 24,000 A Shares Units (2)

### **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eppler William Durand 165 GILPIN STREET DENVER, CO 80218	X			

## **Signatures**

/s/ Connie Martinez as attorney-in-fact for William Durand
Eppler 08/22/2016

### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\*Signature of Reporting Person

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Each restricted stock unit represents a contingent right to receive one share of VGZ common stock ("RSU"). Vesting of 40% of the RSUs will vest over a 36-month period (1/3 at 12 months, 1/3 at 24 months and 1/3 at 36 months), subject to the reporting person's continuing service as a director of the Issuer. Vesting of the remaining 60% of the RSUs will occur on 8/18/2018; vesting is contingent upon share price performance criteria for the Issuer's common shares during the 2-year vesting period.

Date

VESTING OF THE RSU GRANTS IS SUBJECT TO PERFORMANCE AND MARKET PRICE CRITERIA AND THE RSUs WILL (2) NOT NECESSARILY VEST OR CONVERT INTO NON-DERIVATIVE SECURITIES TO BE BENEFICIALLY OWNED BY THE REPORTING PERSON.

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.

Reporting Owners 2