VISTA GOLD CORP

Form 4 August 12, 2015

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations

Estimated average **SECURITIES**

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5 Relationship of Reporting Person(s) to

Form filed by More than One Reporting

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person *

1(b).

OGRYZLO C THOMAS			Symbol NUCTA COLD CORD INCIDE	Issuer				
(Last) (First) (M		(Middle)	VISTA GOLD CORP [VGZ] 3. Date of Earliest Transaction	(Check all applicable)				
C/O VISTA C SHAFFER PA		· ·	(Month/Day/Year) 08/10/2015	_X_ Director 10% Owner Officer (give title below) Other (specification)				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				

2 Jaguar Nama and Tiakar or Trading

LITTLETON, CO 80127

(State)

(City)

(City)	(State) (2	Table	erivative Securities A	Acquired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any		Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(4)	Reported		
				(A)	Transaction(s)		
			Code V	or Amount (D) Price	(Instr. 3 and 4)		
Common Shares	08/10/2015		M	5,198 A $\frac{\$ 0}{(1)}$	60,374	D	

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

(Zin)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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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. Transacti Code (Instr. 8)	5. Number one 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)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	08/10/2015		M	5,198	(1)	(1)	Common Shares	5,198	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

OGRYZLO C THOMAS
C/O VISTA GOLD CORP.
7961 SHAFFER PARKWAY, SUITE 5
LITTLETON, CO 80127

Signatures

/s/ Connie Martinez, as attorney-in-fact for C. Thomas Ogryzlo

08/12/2015

**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) Partial vesting of restricted stock units previously reported on Form 4 filed with the Securities and Exchange Commission on August 12, 2013.

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.

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