ENGELE JOHN F Form 4

August 08, 2017

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

Form 5 obligations may continue. See Instruction

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

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)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * ENGELE JOHN F

> (First) (Middle)

C/O VISTA GOLD CORP., 7961

SHAFFER PARKWAY, SUITE 5

(Street)

LITTLETON, CO 80127

2. Issuer Name and Ticker or Trading Symbol

VISTA GOLD CORP [VGZ]

3. Date of Earliest Transaction (Month/Day/Year) 08/04/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287 January 31,

2005

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5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below)

Senior VP - CFO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip)

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 3. Execution Date, if

(Month/Day/Year)

Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

4. Securities

5. Amount of Securities Beneficially Owned Following

Reported Transaction(s) (Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

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

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

1. Title of Derivative Security

Conversion or Exercise

(Month/Day/Year)

3. Transaction Date 3A. Deemed Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date or Number of Shares Restricted Common Stock \$ 0 (1) 08/04/2017 Α 82,000 (1) 08/04/2020 82,000 Shares Units (2)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ENGELE JOHN F C/O VISTA GOLD CORP. 7961 SHAFFER PARKWAY, SUITE 5 LITTLETON, CO 80127

Senior VP - CFO

Signatures

/s/ Connie Martinez as attorney-in-fact for John F. Engele

08/08/2017

**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).

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 employment with the Issuer. Vesting of the remaining 60% of the RSUs will occur on 8/04/2019; vesting is contingent upon share price performance criteria for the Issuer's common shares during the 2-year vesting period.

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.

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