

Earnest Frederick Hume  
 Form 4  
 August 08, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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. Name and Address of Reporting Person \*  
 Earnest Frederick Hume

2. Issuer Name and Ticker or Trading Symbol  
 VISTA GOLD CORP [VGZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O VISTA GOLD CORP., 7961  
 SHAFFER PARKWAY, SUITE 5  
 (Street)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

LITTLETON, CO 80127  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|-------|
|                                 |                                      |  |                                | (A) or (D)  | Transaction(s) Price   |  |                                   |       |
|                                 |                                      |  |                                | 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative 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 Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title         | Amount Number Shares |
|---------------------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|---------------|----------------------|
| Restricted Stock Units <sup>(2)</sup> | \$ 0 <sup>(1)</sup>          | 08/04/2017       | A          | 190,000  |      |   |     |     | <sup>(1)</sup>   | 08/04/2020      | Common Shares | 190,000              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Earnest Frederick Hume<br>C/O VISTA GOLD CORP.<br>7961 SHAFFER PARKWAY, SUITE 5<br>LITTLETON, CO 80127 | X             |           | President and CEO |       |

## Signatures

/s/ Connie Martinez as attorney-in-fact for Frederick Hume Earnest  
 Earnest  
 \*\*Signature of Reporting Person  
 08/08/2017  
 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) 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.
- (2) VESTING OF THE RSU GRANTS IS SUBJECT TO PERFORMANCE AND MARKET PRICE CRITERIA AND THE RSUs WILL 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.