

VISTA GOLD CORP
Form 4
June 10, 2011

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 *
SPROTT INC.

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)
ROYAL BANK PLAZA, SOUTH TOWER, 200 BAY STREET, SUITE 2700

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2011

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

TORONTO, A6 M5J 2J1

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
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares without par value | 06/01/2011 | | P | | 3,400 | A | \$ 2.85 |
| | | | | | 4,715,390 ⁽²⁾ | I | |
| Common Shares without par value | 06/08/2011 | | S | | 45,000 | D | \$ 2.8 |
| | | | | | 4,241,042 ⁽³⁾ | I | |

See footnote ⁽¹⁾

See footnote ⁽¹⁾

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

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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 (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. Transaction Code (Instr. 8) | 5. Number of 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Warrants | \$ 2.3 | | | | | 02/23/2011 | 10/22/2012 | Common Shares without par value | 619,565 |
| Warrants | \$ 3.5 | | | | | 02/23/2011 | 10/22/2015 | Common Shares without par value | 4,032,390 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SPROTT INC.
ROYAL BANK PLAZA, SOUTH TOWER
200 BAY STREET, SUITE 2700
TORONTO, A6 M5J 2J1

X

Signatures

Sprott Inc., By: /s/Kirstin McTaggart, Authorized Person

06/10/2011

__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)

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The reported securities are held in accounts advised by the Reporting Person. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

- (2) In addition to the transaction reported under Table I, the Reporting Person, received discretionary authority in certain managed accounts, resulting in an increase in the beneficial ownership of 22,600 common shares and 22,000 warrants of the issuer as of May 25, 2011.
- (3) In addition to the transaction reported under Table I, the Reporting Person, ceased to control 429,348 common shares of the issuer on June 2, 2011 as a result of change in beneficial owner of the securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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