

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**

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

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

(Street)

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

**TORONTO, A6 M5J 2J1**

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Shares without par value | 06/01/2011                           |  | P                              | 3,400   | A \$ 2.85   | 4,715,390 <sup>(2)</sup>                                 | I See footnote <sup>(1)</sup>     |
| Common Shares without par value | 06/08/2011                           |  | S                              | 45,000  | D \$ 2.8  | 4,241,042 <sup>(3)</sup>                                 | I See footnote <sup>(1)</sup>     |

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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