

Palmedo Peter F.
Form 4
April 13, 2018

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 *
SUN VALLEY GOLD MASTER FUND, LTD

(Last) (First) (Middle)

INTERNATIONAL MANAGEMENT SERVICES LTD, 3RD FLR, HARBOUR CTRE, N CHURCH ST BOX61

(Street)

GRAND CAYMAN, E9 KY1-1102

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
X 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Shares | 03/27/2018 | | S | 1,374,592 D \$ 0.755 | 5,341,015 | I | See Footnote (1) |
| Common Shares | 03/27/2018 | | P | 1,374,592 A \$ 0.755 | 13,281,529 | D (2) | |

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

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number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SUN VALLEY GOLD MASTER FUND, LTD
INTERNATIONAL MANAGEMENT SERVICES LTD
3RD FLR, HARBOUR CTRE, N CHURCH ST BOX61
GRAND CAYMAN, E9 KY1-1102

X

SUN VALLEY GOLD LLC
620 SUN VALLEY ROAD
P.O. BOX 2759
SUN VALLEY, ID 83353

X

Palmedo Peter F.
620 SUN VALLEY ROAD
P.O. BOX 2759
SUN VALLEY, ID 83353

X

Signatures

Sun Valley Gold Master Fund, Ltd., By: Peter F. Palmedo /s/ Peter F. Palmedo

04/13/2018

__Signature of Reporting Person

Date

Sun Valley Gold LLC By: /s/ Peter F. Palmedo

04/13/2018

__Signature of Reporting Person

Date

/s/ Peter F. Palmedo

04/13/2018

__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).

The Common Shares are held in the accounts of advisory clients of Sun Valley Gold LLC and may be deemed to be beneficially owned by Sun Valley Gold LLC and Peter F. Palmedo, the managing member of Sun Valley Gold LLC. Peter F. Palmedo and Sun Valley Gold LLC are included in this Form 4 filing as reporting persons for the first time as a correction to previous Form 3 and Form 4 filings. Peter

(1) F. Palmedo and Sun Valley Gold LLC may be deemed to have been beneficial owners of securities of the Issuer as of the Form 3 filed by Sun Valley Gold Master Fund, Ltd. on July 31, 2012. This Form 4 filing serves to correct the Form 3 filing on July 31, 2012 as well as the Form 4 filings by Sun Valley Gold Master Fund, Ltd. on December 21, 2012, August 19, 2016, August 22, 2016 and August 24, 2016.

The Common Shares are held by Sun Valley Gold Master Fund, Ltd. and may be deemed to be beneficially owned by Sun Valley Gold

(2) LLC, the investment manager of Sun Valley Gold Master Fund, Ltd., and Peter F. Palmedo, the managing member of Sun Valley Gold LLC.

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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