

VISTA GOLD CORP  
Form S-8 POS  
June 12, 2013

As filed with the Securities and Exchange Commission on June 11, 2013  
File No. 333-176792

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
to  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

VISTA GOLD CORP.

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(Exact name of registrant as specified in its charter)

British Columbia, Canada  
(State or other jurisdiction  
of  
incorporation or  
organization)

98-0542444  
(I.R.S. Employer  
Identification No.)

Suite 5, 7961 Shaffer Parkway  
Littleton, Colorado  
(720) 981-1185

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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

VISTA GOLD CORP. LONG TERM INCENTIVE PLAN  
(Full title of the plans)

Frederick H. Earnest  
Chief Executive Officer  
Vista Gold Corp.  
Suite 5, 7961 Shaffer Parkway  
Littleton, Colorado 80127  
(720) 981-1185

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(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Jason J. Brooks, Esq.  
Melanie Bradley, Esq.  
Borden Ladner Gervais LLP

Kenneth G. Sam, Esq.  
Jason K. Brenkert, Esq.  
Dorsey & Whitney LLP

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1200 Waterfront Centre  
200 Burrard Street, P.O. Box 48600  
Vancouver, B.C. Canada V7X 1T2

1400 Wewatta Street  
Suite 400  
Denver, CO 80202

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

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The Registrant is not registering additional securities. The Registrant previously paid a registration fee of \$731.32 in relation to the registration of securities with a maximum aggregate offering price of up to \$6,299,088.75 under the Registrant's original Registration Statement on Form S-8 filed with the Commission on September 12, 2011. Consequently, no additional registration fees are required with respect to the filing of this Post-Effective Amendment No.1.

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## EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-176792), as filed on September 12, 2011, is being filed for the purpose of (i) complying with Rule 414 under the Securities Act of 1933, as amended and (ii) filing additional exhibits to the registration statement.

Rule 414 under the Securities Act of 1933, as amended, requires this post-effective amendment to be filed by Vista Gold Corp., a British Columbia corporation (which we refer to as “Vista Gold BC” in this explanatory note), as successor to Vista Gold Corp., a Yukon Territory corporation (which we refer to as “Vista Gold Yukon” in this explanatory statement). This post-effective amendment amends the registration statement referred to above, which was filed by Vista Gold Yukon prior to the continuation described below.

On June 11, 2013, Vista Gold Yukon continued into British Columbia, thereby becoming Vista Gold BC. The purpose of the continuation was to reincorporate Vista Gold Yukon into British Columbia. As a result of the continuation each common share of Vista Gold Yukon outstanding immediately before the continuation was immediately and automatically converted into a common share of Vista Gold British Columbia. Vista Gold British Columbia will continue to be engaged in the same business that Vista Gold Yukon was engaged in before the continuation.

In connection with the reincorporation the Vista Gold Corp. Long Term Incentive Plan (the “Plan”) and all of the outstanding awards under the Plan continued as obligations of Vista Gold British Columbia. At the effective time of the reincorporation, each outstanding restricted stock award, restricted stock unit and equity-based award relating to Vista Gold Yukon common shares granted under the Plan was immediately and automatically converted into a like award relating to the same number of common shares of Vista Gold British Columbia, with no changes in any other terms and conditions of such awards.

Except as modified by this post-effective amendment, including modifications resulting from the incorporation of documents by reference, Vista Gold BC, by virtue of this post-effective amendment, expressly adopts the Registration Statement as its own registration statement for all purposes of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed or furnished by the Registrant with the Securities and Exchange Commission (the "Commission") are hereby incorporated by reference in this registration statement:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed with the Commission on March 14, 2013;
- (b) all other reports of the Registrant filed pursuant to Section 13(a) or 15(d) of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the Annual Report incorporated by reference herein pursuant to (a) above; and
- (c) the description of the Registrant's common stock contained in its registration statement on Form 8-A filed on January 4, 1988, including any amendment or report filed for purposes of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment that indicate that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

Section 19.2 of our Articles provides that, to the extent not prohibited by the Business Corporations Act (British Columbia) (the "Act"), we will indemnify each person (each, an "eligible party") who:

- (a) is or was a director or officer of Vista,
- (b) is or was a director or officer of another corporation,
  - (i) at a time when the corporation is or was an affiliate of ours, or
  - (ii) at our request, or
- (c) at our request, is or was, or holds or held a position equivalent to that of, a director or officer of a partnership, trust, joint venture or other unincorporated entity,

against all judgments, penalties or fine awarded or imposed in, or amounts paid in settlement of, any proceeding in which any such person (or any of their heirs and legal representatives) is or may be joined as a party or is or may be liable in respect of a judgment, penalty or fine in, or expenses related to such proceeding, by reason of holding or having held such position with us, our affiliates or at our request. In addition, we must, after the final disposition of any such proceeding, pay the costs, charges and expenses actually and reasonably incurred by such eligible parties in respect of such proceedings.

II-1

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Section 19.4 of our Articles provides that unless prohibited by applicable law or court order, we must pay, as they are incurred, in advance of the final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an eligible party in respect of the eligible proceeding, provided that we shall not make such payments unless we first receive from the person being indemnified a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited by applicable law, that person must repay us the amounts advanced.

Section 19.5 of our Articles provides that despite any other provision of Part 19, we are not obligated to make any payment that is prohibited by the Act or by court order in force at the date the payment was made. Subsection 163(1) of the Act provides that a company must not indemnify or pay the expenses of an eligible party if any of the following circumstances apply:

- (a) if the indemnity or payment is made under an earlier agreement to indemnify or pay expenses and, at the time that the agreement to indemnify or pay expenses was made, the company was prohibited from giving the indemnity or paying the expenses by its memorandum or articles;
- (b) if the indemnity or payment is made otherwise than under an earlier agreement to indemnify or pay expenses and, at the time that the indemnity or payment is made, the company is prohibited from giving the indemnity or paying the expenses by its memorandum or articles;
- (c) if, in relation to the subject matter of the eligible proceeding, the eligible party did not act honestly and in good faith with a view to the best interests of the company or the associated corporation, as the case may be;
- (d) in the case of an eligible proceeding other than a civil proceeding, if the eligible party did not have reasonable grounds for believing that the eligible party's conduct in respect of which the proceeding was brought was lawful.

Subsection 163(2) of the Act further provides that if a proceeding is brought against an eligible party by or on our behalf or by or on behalf of corporation associated to us, we must not indemnify or pay the expenses of such eligible party in respect of that proceeding.

Section 164 of the Act provides that despite the indemnity provisions of the Act and whether or not payment of expenses or indemnification has been sought, authorized or declined, on our application or the application of an eligible party, the British Columbia Supreme Court may do one or more of the following:

- (a) order a company to indemnify an eligible party against any liability incurred by the eligible party in respect of an eligible proceeding;
- (b) order a company to pay some or all of the expenses incurred by an eligible party in respect of an eligible proceeding;
- (c) order the enforcement of, or any payment under, an agreement of indemnification entered into by a company;
- (d) order a company to pay some or all of the expenses actually and reasonably incurred by any person in obtaining an order under this section;
- (e) make any other order the court considers appropriate.

Section 19.6 of our Articles provides that we may purchase and maintain insurance for the eligible parties or their heirs and personal or other legal representatives against any liability that may be incurred by reason of their acting as eligible parties. We maintain such insurance.

We indemnify our directors and executive officers, as well as their heirs and representatives, pursuant to indemnification agreements we have entered into with each such director and executive officer, against all liabilities and obligations, including legal fees and costs of investigation and defense of claims, as well as amounts paid to settle claims or satisfy judgments, that these directors and officers may incur in such capacities. While these agreements provide that we will indemnify such director or officer regardless of conduct or fault of that person, the agreements also provide that we may only make such indemnification payments as permitted by applicable law. The agreements

provide that our obligations under the agreements are not diminished or otherwise affected by, among other things, any officers' liability insurance placed by or for the benefit of the indemnitee, us or any entity related to either.

II-2

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Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

Exhibit Number	Description
4.1	Warrant Indenture, dated October 22, 2010, between Vista Gold Corp. and Computershare Trust Company of Canada, as Trustee filed as Exhibit 4.2 to the Company's Current Report on Form 8-K, as filed December 17, 2010 and incorporated herein by reference (File No. 1-9025)
4.2	Warrant Indenture dated July 27, 2012 between the Company and Computershare Trust Company of Canada, as Trustee, filed as Exhibit 4.1 to the Company's Current Report on Form 8-K/A as filed August 22, 2012 and incorporated herein by reference (File No. 1-9025)
4.3	Vista Gold Stock Option Plan, filed as Schedule C to the Company's definitive Proxy Statement on Schedule 14A, as filed on April 3, 2006 and incorporated herein by reference (File No. 1-9025)
4.4	Vista Gold Long-Term Incentive Plan, filed as Exhibit 4.1 to the Company's Registration Statement on Form S-8, as filed September 12, 2011 and incorporated herein by reference (File No. 333-176792)
5.1*	Opinion of Borden Ladner Gervais LLP
23.1*	Consent of PricewaterhouseCoopers LLP, Denver, independent auditors
23.2	Consent of SRK Consulting (U.S.), Inc., filed as Exhibit 23.2 to the Company's Form 10-K as filed on March 14, 2013 and incorporated herein by reference (File No. 1-9025)
23.3	Consent of Golder Associates, Inc., filed as Exhibit 23.3 to the Company's Form 10-K as filed on March 14, 2013 and incorporated herein by reference (File No. 1-9025)
23.4	Consent of Terry Braun, filed as Exhibit 23.4 to the Company's Form 10-K as filed on March 14, 2013 and incorporated herein by reference (File No. 1-9025)
23.5	Consent of Mine Development Associates Inc., filed as Exhibit 23.5 to the Company's Form 10-K as filed on March 14, 2013 and incorporated herein by reference (File No. 1-9025)
23.6	Consent of Tetra Tech, Inc., filed as Exhibit 23.6 to the Company's Form 10-K as filed on March 14, 2013 and incorporated herein by reference (File No. 1-9025)

- 23.7 Consent of Rex Bryan, filed as Exhibit 23.7 to the Company's Form 10-K as filed on March 14, 2013 and incorporated herein by reference (File No. 1-9025)
- 23.8 Consent of Thomas Dyer, filed as Exhibit 23.8 to the Company's Form 10-K as filed on March 14, 2013 and incorporated herein by reference (File No. 1-9025)
- 23.9 Consent of Steven Ristorcelli, filed as Exhibit 23.9 to the Company's Form 10-K as filed on March 14, 2013 and incorporated herein by reference (File No. 1-9025)
- 23.10 Consent of Resource Development Inc., filed as Exhibit 23.10 to the Company's Form 10-K as filed on March 14, 2013 and incorporated herein by reference (File No. 1-9025)
- 23.11 Consent of Richard Jolk, filed as Exhibit 23.11 to the Company's Form 10-K as filed on March 14, 2013 and incorporated herein by reference (File No. 1-9025)

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23.12	Consent of Deepak Malhotra, filed as Exhibit 23.12 to the Company's Form 10-K as filed on March 14, 2013 and incorporated herein by reference (File No. 1-9025)
23.13	Consent of David Kidd, filed as Exhibit 23.13 to the Company's Form 10-K as filed on March 14, 2013 and incorporated herein by reference (File No. 1-9025)
23.14	Consent of Vicki Scharnhorst, filed as Exhibit 23.14 to the Company's Form 10-K as filed on March 14, 2013 and incorporated herein by reference (File No. 1-9025)
23.15	Consent of Erick Spiller, filed as Exhibit 23.15 to the Company's Form 10-K as filed on March 14, 2013 and incorporated herein by reference (File No. 1-9025)
23.16	Consent of Edwin Lips, filed as Exhibit 23.16 to the Company's Form 10-K as filed on March 14, 2013 and incorporated herein by reference (File No. 1-9025)
23.17	Consent of John Rozelle, filed as Exhibit 23.17 to the Company's Form 10-K as filed on March 14, 2013 and incorporated herein by reference (File No. 1-9025)
23.18	Consent of Stephen Krajewski, filed as Exhibit 23.18 to the Company's Form 10-K as filed on March 14, 2013 and incorporated herein by reference (File No. 1-9025)
23.19*	Consent of PricewaterhouseCoopers LLP, Vancouver, independent auditors
23.20*	Consent of Deloitte & Touche LLP
23.21*	Consent of Borden Ladner Gervais LLP (incorporated in Exhibit 5.1 hereto)
24.1*	Powers of Attorney filed with the signature pages hereto

\* Filed herewith

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental

change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represents no more than

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20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act, (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Littleton, State of Colorado, on this 11th day of June, 2013.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Littleton, State of Colorado, on this • day of March, 2013.

VISTA GOLD CORP.  
(Registrant)

By: /s/ Frederick H. Earnest  
Frederick H. Earnest,  
Chief Executive Officer (Principal Executive  
Officer)

By: /s/ John F. Engele  
John F. Engele  
Chief Financial Officer (Principal Accounting  
and Financial Officer)

POWER OF ATTORNEY AND SIGNATURES

Each person whose signature appears below constitutes and appoints each of Frederick H. Earnest and John F. Engele his attorney-in-fact and agent, with the full power of substitution and resubstitution and full power to act without the other, for them in any and all capacities, to sign any and all amendments, including post-effective amendments, to this registration statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons on behalf of the Registrant in the capacities and on the date indicated:

Signature	Capacity	Date
/s/ Michael B. Richings* Michael B. Richings	Director	June 11, 2013
/s/ John M. Clark* John M. Clark	Director	June 11, 2013
/s/ C. Thomas Orgyzlo* C. Thomas Orgyzlo	Director	June 11, 2013
/s/ Tracy Stevenson*	Director	June 11, 2013

Tracy Stevenson

/s/ W. Durand Eppler\*  
W. Durand Eppler

Director

June 11, 2013

II-6

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/s/ Frederick H. Earnest  
Frederick H. Earnest

Director, Chief Executive Officer  
(Principal Executive Officer) and  
Authorized Representative in the  
United States

June 11, 2013

/s/ John F. Engele  
John F. Engele

Chief Financial Officer  
(Principal Financial and Accounting  
Officer)

June 11, 2013

II-7

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## EXHIBIT INDEX

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