

VISTA GOLD CORP  
Form 8-K  
January 09, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 6, 2006

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**VISTA GOLD CORP.**

(Exact name of registrant as specified in its charter)

Yukon Territory, Canada  
(State or other jurisdiction

of incorporation)

1-9025  
(Commission

File Number)

Not Applicable  
(IRS Employer

Identification No.)

7961 Shaffer Parkway, Suite 5, Littleton, CO  
(Address of principal executive offices)

80127  
(Zip Code)

Registrant's telephone number, including area code: (720) 981-1185

Not Applicable

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(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 3.02 Unregistered Sales of Equity Securities.**

On January 6, 2006, Vista Gold Corp. (the Company), pursuant to the terms of an assignment and assumption agreement between the Company and Century Gold LLC, in which the Company agreed to pay cash and issue common shares to Century Gold, all as previously reported in the Company's Form 8-K filed with the Commission on December 15, 2005, received final regulatory approval for completion of the issuance of 250,000 common shares of the Company to Century Gold. The issuance to Century Gold, an accredited investor as defined under the Securities Act of 1933 (the Act), was exempt from the registration requirements of the Act pursuant to Section 4(2) thereof as a transaction by an issuer not involving a public offering.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VISTA GOLD CORP.

By: /s/ Gregory G. Marlier

Gregory G. Marlier

Chief Financial Officer

Date: January 9, 2006