

VISTA GOLD CORP
Form 8-K/A
August 25, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 2)

CURRENT REPORT

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

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

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.)

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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Explanatory Note

Vista Gold Corp. (the Company) is filing this amendment (the Form 8-K/A) to its Current Report on Form 8-K, dated July 6, 2006 and filed with the Commission on July 12, 2006, as amended by Amendment No. 1 thereto, filed with the Commission on August 16, 2006 (together, the Form 8-K), to revise the Form 8-K Items under which the information in the Form 8-K was provided. In particular, this Form 8-K/A is being filed to report terms of the second amendment (the Amendment), executed on August 20, 2006, to the previously announced binding letter of intent dated July 6, 2006, as amended by letter dated August 15, 2006 (together, the LOI) with Carl Pescio, Janet Pescio, Greg Hryhorchuk and Robert Lipsett (together, the Pescio Group).

Item 1.01 Entry into a Material Definitive Agreement.

On August 20, 2006, the Company entered into the Amendment pursuant to which the terms of the LOI were revised to extend the expected date for execution and delivery of the Arrangement and Merger Agreement, as well as the Release Date (as such terms are defined in the LOI and the Amendment, respectively), until September 29, 2006.

All other terms of the LOI remain substantially the same as described in the Form 8-K.

The preceding description of the terms of the LOI and the Amendment are qualified in their entirety by reference to the forms of these documents, which are each incorporated herein by reference. The previously announced binding letter of intent dated July 6, 2006, and the amendment thereto dated August 15, 2006, were filed as Exhibit 10.1 and Exhibit 10.2, respectively, to the Form 8-K and remain as Exhibit 10.1 and Exhibit 10.2 to this Form 8-K/A. The Amendment is filed herewith as Exhibit 10.3.

Neither this Form 8-K/A nor any of the documents referenced herein constitutes an offer to sell or the solicitation of an offer to buy, nor shall there be any offer or sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the Securities Act of 1933, as amended, and applicable securities laws of any such state or jurisdiction.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit 10.1 Binding Letter of Intent, dated July 6, 2006, among Carl Pescio, Janet Pescio, Greg Hryhorchuk, Robert Lipsett and Vista Gold Corp. (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K as filed July 12, 2006 and incorporated herein by reference)

Exhibit 10.2 Amendment to Binding Letter of Intent, dated August 15, 2006, among Carl Pescio, Janet Pescio, Greg Hryhorchuk, Robert Lipsett and Vista Gold Corp. (filed as

estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Vista assumes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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: August 25, 2006