

VISTA GOLD CORP
Form 8-K/A
September 30, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report: May 6, 2011
(Date of earliest event reported)

VISTA GOLD CORP.
(Exact Name of Registrant as Specified in 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, COLORADO 80127
(Address of Principal Executive Offices and Zip Code)

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

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))

- o 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

The Registrant filed a Current Report on Form 8-K on May 12, 2011 (the “Initial Filing”), to disclose that at its 2011 annual general and special meeting of shareholders held on May 6, 2011, the Registrant’s shareholders indicated their preference for the advisory vote on executive compensation to be held every three years, which was also the recommendation of the Registrant’s Board of Directors. The Registrant hereby amends its Initial Filing to disclose its decision to implement an every three years frequency for the shareholders’ advisory vote on executive compensation. No other changes have been made to the Initial Filing.

Item 5.07. Submission of Matters to a Vote of Security Holders

Results of Annual General and Special Meeting of Shareholders

On May 6, 2011, Vista Gold Corp. held its annual general and special meeting of shareholders at Suite 1200, 200 Burrard Street, Vancouver, British Columbia, at 10:00 a.m. (Vancouver time). Shareholders representing 26,555,452 shares or 42.89% of the shares authorized to vote (61,919,752) were present in person or by proxy, representing a quorum for the purposes of the annual general and special meeting. The shareholders approved the following:

| Proposal #1 – Election of Directors | For | Against | Withheld | Spoiled | Non Vote |
|--|------------|---------|-----------|---------|------------------|
| The election of the Nominees to the Company’s Board to serve until the Company’s 2011 Annual Meeting of Shareholders or until successors are duly elected and qualified: | | | | | |
| John M. Clark | 12,062,212 | 0 | 129,372 | 0 | 14,363,868 |
| W. Durand Eppler | 7,950,390 | 0 | 4,241,194 | 0 | 14,363,868 |
| C. Thomas Ogryzlo | 8,570,244 | 0 | 3,621,340 | 0 | 14,363,868 |
| Tracy A. Stevenson | 12,052,878 | 0 | 138,706 | 0 | 14,363,868 |
| Michael B. Richings | 12,084,933 | 0 | 106,651 | 0 | 14,363,868 |
| Frederick H. Earnest | 12,075,867 | 0 | 115,717 | 0 | 14,363,868 |
| Proposal #2 – Appointment of Auditors | | Against | Withheld | Spoiled | Non Vote |
| To ratify the appointment of the Company’s Independent Registered Public Accounting Firm for the 2011 fiscal year | 26,223,570 | 0 | 331,882 | 0 | 0 |
| Proposal #3 – Advisory Vote on Executive Compensation | For | Against | Withheld | Spoiled | Non Vote |
| | 11,353,666 | 419,408 | 418,510 | 0 | 14,363,868 |
| | 1 Year | 2 Years | 3 Years | Abstain | Spoiled Non Vote |

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| | | | | | | |
|--|-----------|---------|-----------|---------|-------|------------|
| Proposal #4 – Advisory Vote on Frequency of Advisory Vote on Executive Compensation | 5,159,171 | 272,360 | 6,371,955 | 382,098 | 6,000 | 14,363,868 |
|--|-----------|---------|-----------|---------|-------|------------|

All Nominees for election to the Company’s Board were elected to the Board and will serve until the Company’s 2012 annual meeting of shareholders or until successors are duly elected and qualified. The

proposal for the advisory vote on the compensation of named executive officers and the proposal to ratify the appointment of the Company's Independent Registered Public Accounting Firm for the 2011 fiscal year were approved. In relation to the proposal on the frequency of future advisory votes on the compensation of named executive officers, the frequency of every 3 years received the most votes, and therefore is the advisory recommendation of the shareholders of the Company.

Frequency of Advisory Vote on Executive Compensation

The Registrant's Board of Directors has determined that it will hold an advisory vote on executive compensation every three years until the next required advisory vote on the frequency of such advisory votes, or until the Board of Directors otherwise determines that a different frequency for such votes is in the best interests of the Registrant's shareholders.

SIGNATURES

In accordance with the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VISTA GOLD CORP.
(Registrant)

Dated: September 30, 2011

By: /s/ Michael Richings

Michael Richings
Chief Executive Officer
