

Edgar Filing: VICEROY RESOURCE CORP - Form SC 13G

8

SHARED DISPOSITIVE POWER

0

| | | |
|----|---|--------------------------|
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 606,060 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | 9.1% |
| 12 | TYPE OF REPORTING PERSON | CO |

CUSIP No. 927926 10 5

Page 3 of 5

Item 1(a). Name of Issuer:

Vista Gold Corp.

Item 1(b). Address of Issuer's Principal Executive Offices:

7961 Shaffer Parkway, Suite 5
Littleton, Colorado 80127

Item 2

(a) - (c).

Name, Principal Business Address and Citizenship
of Person Filing:

Viceroy Resource Corporation
Suite 900 - 570 Granville Street
Vancouver, British Columbia, Canada V6C 3P1
Citizenship: British Columbia, Canada

Item 2(d). Title of Class of Securities:

Common Shares

Item 2(e). CUSIP Number:

927926 10 5

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

(a) / / Broker or dealer registered under Section 15 of the Exchange Act.

(b) / / Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) / / Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) / / Investment company registered under Section 8 of the Investment Company Act.

(e) / / An investment adviser in accordance with Rule

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13d-1(b) (1) (ii) (E) .

- (f) / / An employee benefit plan or endowment fund in accordance with Rule 13d-1(b) (1) (ii) (F) .
- (g) / / A parent holding company or control person in accordance with Rule 13d-1(b) (ii) (G) .
- (h) / / A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) / / A church plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act.
- (j) / / Group, in accordance with Rule 13d-1(b) (1) (ii) (J) .

Not Applicable

CUSIP No. 927926 10 5

Page 4 of 5

Item 4. Ownership.

The information in items 1 and 5 through 11 on the cover page (p. 2) on Schedule 13G is hereby incorporated by reference.

Percentage ownership based on 6,370,898 Common Shares outstanding at August 29, 2002. Viceroy Resource Corporation owns 303,030 Common Shares of the Issuer and warrants to purchase an additional 303,030 Common Shares of the Issuer exercisable for a period of two years.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below, the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a

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participant in any transaction having that purpose or effect.

CUSIP No. 927926 10 5

Page 5 of 5

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: August 29, 2002

Viceroy Resource Corporation

By: /s/ Kim C. Casswell

Name: Kim C. Casswell
Title: Corporate Secretary