

Singh Shawn
Form 4
August 31, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Singh Shawn

(Last) (First) (Middle)

C/O VISTAGEN THERAPEUTICS, INC., 343 ALLERTON AVENUE

(Street)

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VistaGen Therapeutics, Inc. [VTGN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/29/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CHIEF EXECUTIVE OFFICER

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 10	08/29/2018	D		3,000 ⁽¹⁾		03/24/2013	03/24/2019	Common Stock	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A		3,000		08/29/2018	03/24/2019	Common Stock	
Stock Option (Right to Buy)	\$ 10	08/29/2018	D		1,125 ⁽²⁾		12/17/2009	06/17/2019	Common Stock	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A		1,125		08/29/2018	06/17/2019	Common Stock	
Stock Option (Right to Buy)	\$ 10	08/29/2018	D		50,000 ⁽³⁾		11/01/2011	11/04/2019	Common Stock	5
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A		50,000		08/29/2018	11/04/2019	Common Stock	5
Stock Option (Right to Buy)	\$ 10	08/29/2018	D		21,250 ⁽⁴⁾		12/31/2011	12/30/2019	Common Stock	2
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A		21,250		08/29/2018	12/30/2019	Common Stock	2
Stock Option (Right to Buy)	\$ 10	08/29/2018	D		5,000 ⁽⁵⁾		04/25/2015	04/26/2021	Common Stock	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A		5,000		08/29/2018	04/26/2021	Common Stock	

Stock Option (Right to Buy)	\$ 3.49	08/29/2018	D	200,000 (6)	(7)	06/19/2026	Common Stock	2
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A	200,000	(7)	06/19/2026	Common Stock	2
Stock Option (Right to Buy)	\$ 3.8	08/29/2018	D	100,000 (8)	(9)	11/09/2026	Common Stock	1
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A	100,000	(9)	11/09/2026	Common Stock	1
Stock Option (Right to Buy)	\$ 1.96	08/29/2018	D	175,000 (10)	(11)	04/26/2027	Common Stock	1
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A	175,000	(11)	04/26/2027	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Singh Shawn C/O VISTAGEN THERAPEUTICS, INC. 343 ALLERTON AVENUE SOUTH SAN FRANCISCO, CA 94080			CHIEF EXECUTIVE OFFICER	

Signatures

/s/ Jerrold D. Dotson,
Attorney-in-Fact

08/31/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reporting person agreed to cancellation of an option granted to him on 3/24/2009 in exchange for a new option having a lower exercise price.
- (2) The reporting person agreed to cancellation of an option granted to him on 6/17/2009 in exchange for a new option having a lower exercise price.

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- (3) The reporting person agreed to cancellation of an option granted to him on 11/4/2009 in exchange for a new option having a lower exercise price.
- (4) The reporting person agreed to cancellation of an option granted to him on 12/30/2009 in exchange for a new option having a lower exercise price.
- (5) The reporting person agreed to cancellation of an option granted to him on 4/26/2011 in exchange for a new option having a lower exercise price.
- (6) The reporting person agreed to cancellation of an option granted to him on 6/19/2016 in exchange for a new option having a lower exercise price.
- (7) The option vests monthly over a period of four years commencing 6/19/2016.
- (8) The reporting person agreed to cancellation of an option granted to him on 11/9/2016 in exchange for a new option having a lower exercise price.
- (9) The option vests monthly over a period of three years commencing 11/9/2016.
- (10) The reporting person agreed to cancellation of an option granted to him on 4/26/2017 in exchange for a new option having a lower exercise price.
- (11) The option vests monthly over a period of three years commencing 4/26/2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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