

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**SCHEDULE 13G**

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No.)\*

**VistaGen Therapeutics, Inc.**

(Name of Issuer)

Common Stock, \$0.001 par value  
(Title of Class of Securities)

92840H202  
(CUSIP Number)

December 31, 2020  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 92840H202

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1.	Name of reporting persons Venrock Healthcare Capital Partners II, L.P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> <sup>1</sup> (b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power 0
	6. Shared Voting Power 14,240,237 <sup>2</sup>
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 14,240,237 <sup>2</sup>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 14,240,237 <sup>2</sup>
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>

11.	Percent of Class Represented by Amount in Row (9) 9.99% <sup>3</sup>
12.	Type of Reporting Person (See Instructions) PN

- 1 Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners EG, L.P., VHCP Management II, LLC, VHCP Management EG, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G.
- 2 Consists of (i) 2,450,448 shares of common stock and 1,277,648 shares of common stock issuable upon conversion of shares of Series D preferred stock held by Venrock Healthcare Capital Partners II, L.P., (ii) 993,096 shares of common stock and 517,785 shares of common stock issuable upon conversion of shares of Series D preferred stock held by VHCP Co-Investment Holdings II, LLC and (iii) 5,916,456 shares of common stock and 3,084,804 shares of common stock issuable upon conversion of shares of Series D preferred stock held by Venrock Healthcare Capital Partners EG, L.P. The share numbers in the preceding sentence represent the maximum number of shares of common stock issuable upon the voluntary conversion of the Reporting Persons' Series D preferred stock pursuant to the Certificate of Designation for the Series D preferred stock as a result of the blocker provision of the Certificate of Designation described in the following sentence. The Certificate of Designation provides that the holder of Series D preferred stock will not have a right to convert, subject to certain exceptions, the Series D preferred stock for common stock if, as a result of such conversion, the holder, together with its affiliates and other attribution parties, would own more than 9.99% of the total number of shares of common stock then outstanding or, upon 61 days' notice, 19.99% of the total number of shares of common stock then outstanding. Without giving effect to this blocker provision, the Series D preferred stock owned by the Reporting Persons would be convertible into an aggregate of 6,942,596 shares of common stock.
- 3 This percentage is calculated based upon (i) 137,664,676 shares of common stock outstanding after the offering described in the Issuer's prospectus supplement filed with the Securities and Exchange Commission on December 21, 2020, plus (ii) 4,880,237 shares of common stock issuable upon conversion of the Reporting Persons' Series D preferred stock.

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1.	Name of reporting persons VHCP Co-Investment Holdings II, LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power 0
	6. Shared Voting Power 14,240,237 <sup>2</sup>
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 14,240,237 <sup>2</sup>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 14,240,237 <sup>2</sup>
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9) 9.99% <sup>3</sup>
12.	Type of Reporting Person (See Instructions) OO

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CUSIP No. 92840H202

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1.	Name of reporting persons Venrock Healthcare Capital Partners EG, L.P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> <sup>1</sup> (b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	Citizenship or Place of Organization Delaware
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1.	Name of reporting persons VHCP Management II, LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> <sup>1</sup> (b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power 0
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11.	Percent of Class Represented by Amount in Row (9) 9.99% <sup>3</sup>
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1.	Name of reporting persons VHCP Management EG, LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> <sup>1</sup> (b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	0
	6.	Shared Voting Power	14,240,237 <sup>2</sup>
	7.	Sole Dispositive Power	0
	8.	Shared Dispositive Power	14,240,237 <sup>2</sup>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person		
	14,240,237 <sup>2</sup>		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>		
11.	Percent of Class Represented by Amount in Row (9)		
	9.99% <sup>3</sup>		
12.	Type of Reporting Person (See Instructions)		
	OO		

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1.	Name of Reporting Persons		
	Shah, Nimish		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	Citizenship or Place of Organization		
	United States		
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	0
	6.	Shared Voting Power	14,240,237 <sup>2</sup>
	7.	Sole Dispositive Power	0
	8.	Shared Dispositive Power	14,240,237 <sup>2</sup>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person		
	14,240,237 <sup>2</sup>		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>		

11.	Percent of Class Represented by Amount in Row (9) 9.99% <sup>3</sup>
12.	Type of Reporting Person (See Instructions) IN

- 1 Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners EG, L.P., VHCP Management II, LLC, VHCP Management EG, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G.
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1.	Name of Reporting Persons Koh, Bong
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> <sup>1</sup> (b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	Citizenship or Place of Organization United States
Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power 0
	6. Shared Voting Power 14,240,237 <sup>2</sup>
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 14,240,237 <sup>2</sup>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 14,240,237 <sup>2</sup>
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9) 9.99% <sup>3</sup>
12.	Type of Reporting Person (See Instructions) IN

- 1 Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners EG, L.P., VHCP Management II, LLC, VHCP Management EG, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G.

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Introductory Note: This Schedule 13G is filed on behalf of Venrock Healthcare Capital Partners II, L.P., a limited partnership organized under the laws of the State of Delaware ("VHCP II LP"), VHCP Co-Investment Holdings II, LLC, a limited liability company organized under the laws of the State of Delaware ("VHCP Co-Investment II"), Venrock Healthcare Capital Partners EG, L.P., a limited partnership organized under the laws of the State of Delaware ("VHCP EG"), VHCP Management II, LLC, a limited liability company organized under the laws of the State of Delaware ("VHCP Management II"), VHCP Management EG, LLC, a limited liability company organized under the laws of the State of Delaware ("VHCP Management EG" and collectively with VHCP II LP, VHCP Co-Investment II, VHCP EG and VHCP Management II, the "Venrock Entities"), Nimish Shah ("Shah") and Bong Koh ("Koh") in respect of Common Stock of VistaGen Therapeutics, Inc.

**Item 1.**

- (a) Name of Issuer

VistaGen Therapeutics, Inc.

- (b) Address of Issuer's Principal Executive Offices

343 Allerton Avenue  
South San Francisco, CA 94090

**Item 2.**

- (a) Name of Person Filing

Venrock Healthcare Capital Partners II, L.P.  
VHCP Co-Investment Holdings II, LLC  
Venrock Healthcare Capital Partners EG, L.P.  
VHCP Management II, LLC  
VHCP Management EG, LLC  
Nimish Shah  
Bong Koh

- (b) Address of Principal Business Office or, if none, Residence

New York Office:  
7 Bryant Park  
23rd Floor  
New York, NY 10018

Palo Alto Office:  
3340 Hillview Avenue  
Palo Alto, CA 94304

- (c) Citizenship

All of the Venrock Entities were organized in Delaware. The individuals are both United States citizens.

- (d) Title of Class of Securities

Common Stock, par value \$0.001 per share

- (e) CUSIP Number

92840H202

**Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

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**Item 4. Ownership**

## (a) Amount Beneficially Owned as of December 31, 2020:

Venrock Healthcare Capital Partners II, L.P.	14,240,237(1)
VHCP Co-Investment Holdings II, LLC	14,240,237(1)
Venrock Healthcare Capital Partners EG, L.P.	14,240,237(1)
VHCP Management II, LLC	14,240,237(1)
VHCP Management EG, LLC	14,240,237(1)
Nimish Shah	14,240,237(1)
Bong Koh	14,240,237(1)

## (b) Percent of Class as of December 31, 2020:

Venrock Healthcare Capital Partners II, L.P.	9.99%(2)
VHCP Co-Investment Holdings II, LLC	9.99%(2)
Venrock Healthcare Capital Partners EG, L.P.	9.99%(2)
VHCP Management II, LLC	9.99%(2)
VHCP Management EG, LLC	9.99%(2)
Nimish Shah	9.99%(2)
Bong Koh	9.99%(2)

## (c) Number of shares as to which the person has, as of December 31, 2020:

## (i) Sole power to vote or to direct the vote

Venrock Healthcare Capital Partners II, L.P.	0
VHCP Co-Investment Holdings II, LLC	0
Venrock Healthcare Capital Partners EG, L.P.	0
VHCP Management II, LLC	0
VHCP Management EG, LLC	0
Nimish Shah	0
Bong Koh	0

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## (ii) Shared power to vote or to direct the vote

Venrock Healthcare Capital Partners II, L.P.	14,240,237(1)
VHCP Co-Investment Holdings II, LLC	14,240,237(1)
Venrock Healthcare Capital Partners EG, L.P.	14,240,237(1)
VHCP Management II, LLC	14,240,237(1)
VHCP Management EG, LLC	14,240,237(1)
Nimish Shah	14,240,237(1)
Bong Koh	14,240,237(1)

## (iii) Sole power to dispose or to direct the disposition of

Venrock Healthcare Capital Partners II, L.P.	0
VHCP Co-Investment Holdings II, LLC	0
Venrock Healthcare Capital Partners EG, L.P.	0
VHCP Management II, LLC	0
VHCP Management EG, LLC	0
Nimish Shah	0
Bong Koh	0

## (iv) Shared power to dispose or to direct the disposition of

Venrock Healthcare Capital Partners II, L.P.	14,240,237(1)
VHCP Co-Investment Holdings II, LLC	14,240,237(1)
Venrock Healthcare Capital Partners EG, L.P.	14,240,237(1)
VHCP Management II, LLC	14,240,237(1)
VHCP Management EG, LLC	14,240,237(1)
Nimish Shah	14,240,237(1)
Bong Koh	14,240,237(1)



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- (2) This percentage is calculated based upon (i) 137,664,676 shares of common stock outstanding after the offering described in the Issuer's prospectus supplement filed with the Securities and Exchange Commission on December 21, 2020, plus (ii) 4,880,237 shares of common stock issuable upon conversion of the Reporting Persons' Series D preferred stock.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**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 a Group**

Not Applicable

**Item 10. Certification**

By signing below I certify that, to the best of my 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 participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 16, 2021

**Venrock Healthcare Capital Partners II, L.P.**

**VHCP Management II, LLC**

By: VHCP Management II, LLC  
Its: General Partner

By: /s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

By: /s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**VHCP Co-Investment Holdings II, LLC**

**VHCP Management EG, LLC**

By: VHCP Management II, LLC  
Its: Manager

By: /s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

By: /s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**Venrock Healthcare Capital Partners EG, L.P.**

By: VHCP Management EG, LLC  
Its: General Partner

/s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**Nimish Shah**

/s/ David L. Stepp  
David L. Stepp, Attorney-in-fact

**Bong Koh**

/s/ David L. Stepp  
David L. Stepp, Attorney-in-fact

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**EXHIBITS**

- A: Joint Filing Agreement
- B: Power of Attorney for Nimish Shah
- C: Power of Attorney for Bong Koh

**EXHIBIT A**  
**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of VistaGen Therapeutics, Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 16<sup>th</sup> day of February, 2021.

**Venrock Healthcare Capital Partners II, L.P.**

By: VHCP Management II, LLC  
Its: General Partner

/s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**VHCP Co-Investment Holdings II, LLC**

By: VHCP Management II, LLC  
Its: Manager

/s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**Venrock Healthcare Capital Partners EG, L.P.**

By: VHCP Management EG, LLC  
Its: General Partner

/s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**Nimish Shah**

/s/ David L. Stepp  
David L. Stepp, Attorney-in-fact

**VHCP Management II, LLC**

/s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**VHCP Management EG, LLC**

/s/ David L. Stepp  
Name: David L. Stepp  
Its: Authorized Signatory

**Bong Koh**

/s/ David L. Stepp  
David L. Stepp, Attorney-in-fact

## EXHIBIT B

### POWER OF ATTORNEY FOR NIMISH SHAH

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David L. Stepp, Sherman G. Souther and Lisa D. Harris signing individually, the undersigned's true and lawful attorney-in fact and agent to:

- (i) prepare execute and file, for and on behalf of the undersigned, any and all documents and filings that are required or advisable to be made with the United States Securities and Exchange Commission, any stock exchange or similar authority, under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder, including without limitation (a) any Joint Filing Agreement under Rule 13d-1(k) of the Exchange Act (or any successor provision thereunder), Schedule 13D and Schedule 13G (or any successor schedules or forms adopted under the Exchange Act ) and any amendments thereto in accordance with Section 13 of the Exchange Act and the rules thereunder, and (b) Forms 3, 4 and 5 and any amendments thereto in accordance with Section 16(a) of the Exchange Act and the rules thereunder; and
- (ii) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of undersigned, is not assuming, nor is Venrock assuming, any of the undersigned's responsibilities to comply with the Exchange Act, including without limitation Sections 13 and 16 of the Exchange Act.

This power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file any form or document with respect to the undersigned's holdings of and transactions in securities issued by a company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact, or (c) until such attorney-in-fact shall no longer be employed by VR Management, LLC (or its successor).

IN WITNESS WHEREOF, the undersigned has cause this Power of Attorney to be executed as of this 16<sup>th</sup> day of February, 2021.

/s/ Nimish Shah

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## EXHIBIT C

### POWER OF ATTORNEY FOR BONG KOH

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David L. Stepp, Sherman G. Souther and Lisa D. Harris signing individually, the undersigned's true and lawful attorney-in fact and agent to:

- (i) prepare execute and file, for and on behalf of the undersigned, any and all documents and filings that are required or advisable to be made with the United States Securities and Exchange Commission, any stock exchange or similar authority, under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder, including without limitation (a) any Joint Filing Agreement under Rule 13d-1(k) of the Exchange Act (or any successor provision thereunder), Schedule 13D and Schedule 13G (or any successor schedules or forms adopted under the Exchange Act ) and any amendments thereto in accordance with Section 13 of the Exchange Act and the rules thereunder, and (b) Forms 3, 4 and 5 and any amendments thereto in accordance with Section 16(a) of the Exchange Act and the rules thereunder; and
- (ii) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of undersigned, is not assuming, nor is Venrock assuming, any of the undersigned's responsibilities to comply with the Exchange Act, including without limitation Sections 13 and 16 of the Exchange Act.

This power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file any form or document with respect to the undersigned's holdings of and transactions in securities issued by a company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact, or (c) until such attorney-in-fact shall no longer be employed by VR Management, LLC (or its successor).

IN WITNESS WHEREOF, the undersigned has cause this Power of Attorney to be executed as of this 16<sup>th</sup> day of February, 2021.

/s/ Bong Koh

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