

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Singh Shawn		2. Issuer Name and Ticker or Trading Symbol VistaGen Therapeutics, Inc. [VTGN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CHIEF EXECUTIVE OFFICER</b>	
(Last) (First) (Middle) C/O VISTAGEN THERAPEUTICS, INC., 343 ALLERTON AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 08/29/2018			
(Street) SOUTH SAN FRANCISCO, CA 94080		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 10	08/29/2018		D		3,000	(1)	03/24/2013	03/24/2019	Common Stock	3,000	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018		A		3,000		08/29/2018	03/24/2019	Common Stock	3,000	\$ 0	3,000	D	
Stock Option (Right to Buy)	\$ 10	08/29/2018		D		1,125	(2)	12/17/2009	06/17/2019	Common Stock	1,125	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018		A		1,125		08/29/2018	06/17/2019	Common Stock	1,125	\$ 0	1,125	D	
Stock Option (Right to Buy)	\$ 10	08/29/2018		D		50,000	(3)	11/01/2011	11/04/2019	Common Stock	50,000	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018		A		50,000		08/29/2018	11/04/2019	Common Stock	50,000	\$ 0	50,000	D	
Stock Option (Right to Buy)	\$ 10	08/29/2018		D		21,250	(4)	12/31/2011	12/30/2019	Common Stock	21,250	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018		A		21,250		08/29/2018	12/30/2019	Common Stock	21,250	\$ 0	21,250	D	
Stock Option (Right to Buy)	\$ 10	08/29/2018		D		5,000	(5)	04/25/2015	04/26/2021	Common Stock	5,000	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018		A		5,000		08/29/2018	04/26/2021	Common Stock	5,000	\$ 0	5,000	D	

Buy) Stock Option (Right to Buy)	\$ 3.49	08/29/2018		D		200,000 (6)	(7)	06/19/2026	Common Stock	200,000	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018		A	200,000		(7)	06/19/2026	Common Stock	200,000	\$ 0	200,000	D	
Stock Option (Right to Buy)	\$ 3.8	08/29/2018		D		100,000 (8)	(9)	11/09/2026	Common Stock	100,000	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018		A	100,000		(9)	11/09/2026	Common Stock	100,000	\$ 0	100,000	D	
Stock Option (Right to Buy)	\$ 1.96	08/29/2018		D		175,000 (10)	(11)	04/26/2027	Common Stock	175,000	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018		A	175,000		(11)	04/26/2027	Common Stock	175,000	\$ 0	175,000	D	

## 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	X		CHIEF EXECUTIVE OFFICER	

## Signatures

/s/ Jerrold D. Dotson, Attorney-in-Fact		08/31/2018
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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.
- (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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