

FORM D  
Notice of Exempt  
Offering of Securities

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

OMB APPROVAL  
OMB Number: 3235-0076  
Expires: August 31, 2015  
Estimated Average burden hours  
per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)  Previous Name(s)  None 

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization

Over Five Years Ago  
 Within Last Five Years (Specify Year)   
 Yet to Be Formed

Entity Type

- Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other

2. Principal Place of Business and Contact Information

Name of Issuer

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code  Phone No. of Issuer

3. Related Persons

Last Name  First Name  Middle Name

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name  First Name  Middle Name

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name	
<input type="text" value="Snodgrass"/>	<input type="text" value="H."/>	<input type="text" value="Ralph"/>	
Street Address 1	Street Address 2		
<input type="text" value="343 Allerton Avenue"/>	<input type="text"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="South San Francisco"/>	<input type="text" value="CALIFORNIA"/>	<input type="text" value="94080"/>	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name	
<input type="text" value="Saxe"/>	<input type="text" value="Jon"/>	<input type="text" value="S."/>	
Street Address 1	Street Address 2		
<input type="text" value="343 Allerton Avenue"/>	<input type="text"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="South San Francisco"/>	<input type="text" value="CALIFORNIA"/>	<input type="text" value="94080"/>	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name	
<input type="text" value="Underdown"/>	<input type="text" value="Brian"/>	<input type="text" value="J."/>	
Street Address 1	Street Address 2		
<input type="text" value="343 Allerton Avenue"/>	<input type="text"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="South San Francisco"/>	<input type="text" value="CALIFORNIA"/>	<input type="text" value="94080"/>	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name	
<input type="text" value="Gin"/>	<input type="text" value="Jerry"/>	<input type="text" value="B."/>	
Street Address 1	Street Address 2		
<input type="text" value="343 Allerton Ave."/>	<input type="text"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="South San Francisco"/>	<input type="text" value="CALIFORNIA"/>	<input type="text" value="94080"/>	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<input type="text" value="Smith"/>	<input type="text" value="Mark"/>	<input type="text" value="A."/>
Street Address 1	Street Address 2	
<input type="text"/>	<input type="text"/>	

343 Allerton Ave.

City: South San Francisco State/Province/Country: CALIFORNIA ZIP/Postal Code: 94080

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name: McPartland First Name: Mark Middle Name: A.

Street Address 1: 343 Allerton Ave. Street Address 2:

City: South San Francisco State/Province/Country: CALIFORNIA ZIP/Postal Code: 94080

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name: Cunningham First Name: Ann Middle Name: K.

Street Address 1: 343 Allerton Ave. Street Address 2:

City: South San Francisco State/Province/Country: CALIFORNIA ZIP/Postal Code: 94080

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

#### 4. Industry Group

- Agriculture
- Banking & Financial Services
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund
  - Other Banking & Financial Services
- Business Services
- Energy
  - Coal Mining
  - Electric Utilities
  - Energy Conservation
  - Environmental Services
  - Oil & Gas
  - Other Energy
- Health Care
  - Biotechnology
  - Health Insurance
  - Hospitals & Physicians
  - Pharmaceuticals
  - Other Health Care
- Manufacturing
- Real Estate
  - Commercial
  - Construction
  - REITS & Finance
  - Residential
  - Other Real Estate
- Retailing
- Restaurants
- Technology
  - Computers
  - Telecommunications
  - Other Technology
- Travel
  - Airlines & Airports
  - Lodging & Conventions
  - Tourism & Travel Services
  - Other Travel
- Other

#### 5. Issuer Size

**Revenue Range**

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

**Aggregate Net Asset Value Range**

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

**6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)**

<input type="checkbox"/>	Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/>	Rule 505
<input type="checkbox"/>	Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/>	Rule 506(b)
<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input type="checkbox"/>	Rule 506(c)
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/>	Securities Act Section 4(a)(5)
<input type="checkbox"/>		<input type="checkbox"/>	Investment Company Act Section 3(c)

**7. Type of Filing**

- New Notice      Date of First Sale             First Sale Yet to Occur
- Amendment

**8. Duration of Offering**

Does the Issuer intend this offering to last more than one year?       Yes       No

**9. Type(s) of Securities Offered (select all that apply)**

- Pooled Investment Fund Interests       Equity
- Tenant-in-Common Securities       Debt
- Mineral Property Securities       Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security       Other (describe)

**10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?       Yes       No

Clarification of Response (if Necessary)

**11. Minimum Investment**

Minimum investment accepted from any outside investor      \$       USD

**12. Sales Compensation**

Recipient      Recipient CRD Number       None

(Associated) Broker or Dealer  None

(Associated) Broker or Dealer CRD Number  None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation

All States

### 13. Offering and Sales Amounts

Total Offering Amount \$  USD  Indefinite

Total Amount Sold \$  USD

Total Remaining to be Sold \$  USD  Indefinite

Clarification of Response (if Necessary)

**Represents the aggregate gross proceeds from investors in connection with Issuer's registered direct offering of common stock and concurrent private placement of warrants, which were issued to investors for a single purchase price.**

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

### 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$  USD  Estimate

Finders' Fees \$  USD  Estimate

Clarification of Response (if Necessary)

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$  USD  Estimate

Clarification of Response (if Necessary)

### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
VistaGen Therapeutics, Inc.	/s/ Jerrold D. Dotson	Jerrold D. Dotson	Chief Financial Officer	2020-01-31