

FORM 4

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

OMB APPROVAL

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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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* DOTSON JERROLD DUANE		2. Issuer Name and Ticker or Trading Symbol VistaGen Therapeutics, Inc. [VTGN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) VP, CFO AND SECRETARY	
(Last) (First) (Middle) C/O VISTAGEN THERAPEUTICS, INC., 343 ALLERTON AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 06/30/2021			
(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 ____ Form filed by More than One Reporting Person	
(City) (State) (Zip)		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 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			
Common Stock	06/30/2021		A		3,044 (1)	A	\$ 1.9465	13,044	D	
Common Stock	06/30/2021		M		1,000	A	\$ 1.5	14,044	D	
Common Stock	06/30/2021		M		78,918	A	\$ 1	92,962	D	
Common Stock	06/30/2021		M		9,824	A	\$ 0.398	102,786	D	

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 Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 1.5	06/30/2021		M		1,000	08/29/2018	10/27/2023	Common Stock	1,000	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 1	06/30/2021		D(2)		36,707	(3)	05/23/2029	Common Stock	150,000	\$ 0	113,293	D	
Stock Option (Right to Buy)	\$ 1	06/30/2021		M		78,918	(3)	05/23/2029	Common Stock	113,293	\$ 0	34,375	D	
Stock Option (Right to Buy)	\$ 0.398	06/30/2021		M		9,824	(4)	04/23/2030	Common Stock	150,000	\$ 0	140,176	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

DOTSON JERROLD DUANE C/O VISTAGEN THERAPEUTICS, INC. 343 ALLERTON AVENUE SOUTH SAN FRANCISCO, CA 94080			VP, CFO AND SECRETARY	
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Signatures

/s/ Jerrold D. Dotson		07/02/2021
<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) Shares purchased under the Vistagen Therapeutics, Inc. 2019 Employee Stock Purchase Plan on June 30, 2021 in a transaction exempt under Rule 16b-3(c).
- (2) Represents stock options that were cancelled and returned to the Issuer in order to pay the exercise price associated with the exercise reported herein.
- (3) 25% of the shares subject to this stock option vested May 23, 2019, with the the remaining shares vesting in 1/36th installments on each monthly anniversary thereafter.
- (4) Twenty-five percent (25%) of the total number of shares began vesting immediately on April 23, 2020, with the remaining shares vesting in 1/24th monthly installments thereafter.

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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