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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) of the SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): December 9, 2016

VistaGen Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

NEVADA	**000-54014**	**20-5093315**
(State or other jurisdiction of incorporation)	*(Commission File Number)*	*(IRS Employer Identification Number)*

343 Allerton Ave.
South San Francisco, California 94090
(Address of principal executive offices)

(650) 577-3600
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))

Item 1.01 Entry into a Material Definitive Agreement.

Entry in Exclusive License Agreements for Cardiac Stem Cell Technology and certain other agreements with University Health Network and the McEwen Centre for Regenerative Medicine

On December 9, 2016, VistaGen Therapeutics, Inc. (the "*Company*") entered into a series of agreements with University Health Network ("*UHN*"), including (i) two new exclusive patent license agreements related to certain cardiac stem cell technologies discovered by Dr. Gordon Keller, Director of UHN's McEwen Centre for Regenerative Medicine, under the parties' Sponsored Research Agreement, originally executed on September 18, 2007 and set to expire in the ordinary course on September 18, 2017 (the "*SRA*"); (ii) an amendment of two exclusive cardiac stem cell technology patent license agreements previously entered into by the Company and UHN under the SRA; and (iii) a strategic early termination of the SRA to facilitate the BlueRock Therapeutics Agreement (defined below).

Entry into Exclusive License and Sublicense Agreement with BlueRock Therapeutics, LP.

On December 9, 2016, the Company entered into an Exclusive License and Sublicense Agreement (the "*BlueRock Therapeutics Agreement*") with BlueRock Therapeutics LP, a company recently established by Bayer AG and Versant Ventures , pursuant to which BlueRock Therapeutics received exclusive rights to utilize certain technologies currently and exclusively licensed by the Company from UHN for the production of cardiac stem cells for the treatment of heart disease (the "*Sublicensed IP*"). The Company retained rights to utilize cardiac stem cell technology licensed from UHN for small molecule, protein and antibody drug discovery, drug rescue and drug development, including small molecules with cardiac regenerative potential, as well as small molecule, protein and antibody testing involving cardiac cells.

Under the BlueRock Therapeutics Agreement, the Company will receive an upfront payment of $1.25 million and has the potential to receive additional payments and royalties in the future, in the event certain performance-based milestones and commercial sales are achieved.

The foregoing description of the agreements executed by the Company, including the BlueRock Therapeutics Agreement, do not purport to be complete, and are qualified in their entirety by reference to such agreements, which, to the extent an agreement is considered a material agreement, will be filed as an exhibit to the Company's next periodic report filed under the Securities Exchange Act of 1934, as amended.

Item 8.01 Other Events.

The Company today issued a press release announcing the execution of the agreements with UHN and the BlueRock Therapeutics Agreement. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Exhibits.

See Exhibit Index.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VistaGen Therapeutics, Inc.

Date: December 14, 2016

By: */s/ Shawn K. Singh*
Shawn K. Singh
Chief Executive Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press release issued by VistaGen Therapeutics Inc., dated December 14, 2016.

Exhibit 99.1

VistaGen Therapeutics Grants Exclusive Sublicense of Cardiac Stem Cell Technologies to BlueRock Therapeutics

VistaGen to receive upfront payment of $1.25M

South San Francisco, CA (December 14, 2016) – VistaGen Therapeutics Inc. (NASDAQ: VTGN), a clinical-stage biopharmaceutical company focused on developing new generation therapies for depression and other central nervous system (*CNS*) disorders, today announced it has signed an exclusive sublicense agreement with BlueRock Therapeutics, a stem cell research company established by Bayer AG and Versant Ventures, for VistaGen's rights to certain proprietary technologies relating to the production of cardiac stem cells for the treatment of heart disease. VistaGen licensed exclusive rights of the cardiac stem cell technologies from University Health Network (*UHN*), Canada's largest research hospital, pursuant to a strategic research agreement with UHN and distinguished UHN researcher, Dr. Gordon Keller, Director of UHN's McEwen Centre for Regenerative Medicine (McEwen Centre), one of the world's leading centers for stem cell and regenerative medicine research. Under the sublicense agreement, VistaGen will receive an upfront cash payment of $1.25 million, as well as potential future milestone payments and royalties.

"Cardiac cell therapy and regenerative medicine offer new hope for patients battling heart attacks and heart disease worldwide," stated Shawn Singh, Chief Executive Officer of VistaGen. "We believe BlueRock will play the leading role in the advancement of potentially life-changing cardiac cellular therapies, advancing these and other ground-breaking discoveries well beyond the lab and into the clinic, while we continue to focus our efforts on advancing AV-101 through Phase 2 clinical development for major depressive disorder and other CNS indications."

About VistaGen

VistaGen Therapeutics, Inc. (NASDAQ: VTGN), is a clinical-stage biopharmaceutical company focused on developing new generation therapies for depression and other central nervous system (*CNS*) disorders. VistaGen's lead CNS product candidate, AV-101, is a new generation, orally available prodrug in Phase 2 development, initially for the adjunctive treatment of MDD in patients with inadequate response to standard, FDA-approved antidepressants. AV-101 is currently being evaluated in an ongoing Phase 2a clinical study being conducted by Principal Investigator, Dr. Carlos Zarate Jr., of the NIMH, and fully funded by the NIMH. VistaGen is also preparing to initiate in the first half of 2017 a Phase 2b clinical study of AV-101 as an adjunctive treatment of MDD in patients with inadequate response to standard, FDA-approved antidepressants.

VistaStem Therapeutics is VistaGen's wholly owned subsidiary focused on applying human pluripotent stem cell technology to discover, rescue, develop and commercialize proprietary new chemical entities (NCEs), including small molecule NCEs with regenerative potential, for CNS and other diseases, as well as potential cellular therapies involving stem cell-derived blood, cartilage and liver cells.

For more information, please visit www.vistagen.com and connect with VistaGen on Twitter, LinkedIn and Facebook.

Forward-Looking Statements
The statements in this press release that are not historical facts may constitute forward-looking statements that are based on current expectations and are subject to risks and uncertainties that could cause actual future results to differ materially from those expressed or implied by such statements. Those risks and uncertainties include, but are not limited to, risks related to the preclinical and/or clinical development and commercialization of licensed and/or sublicensed cardiac stem technology for cell therapy, drug discovery, drug rescue or regenerative medicine, including the development and commercialization activities described above. These and other risks and uncertainties are identified and described in more detail in VistaGen's filings with the Securities and Exchange Commission (*SEC*). These filings are available on the SEC's website at www.sec.gov. VistaGen undertakes no obligation to publicly update or revise any forward-looking statements.

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Source: VistaGen Therapeutics, Inc.

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