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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934**

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the SEC Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to 14a-12

VistaGen Therapeutics, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies:
2. Aggregate number of securities to which transaction applies:
3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
4. Proposed maximum aggregate value of transaction:
5. Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:
2. Form, Schedule or Registration Statement No.:
3. Filing Party:
4. Date Filed:

Explanatory Note

VistaGen Therapeutics, Inc. (the *Company*) is filing the attached proxy card as an amendment to the DEF 14A that was filed with the Securities and Exchange Commission on July 23, 2019, as the proxy card was inadvertently omitted from the original filing. The proxy card has been made available to the Company's shareholders in the form attached hereto.



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DESIGNATION (IF ANY)
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Your vote matters - here's how to vote!

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Votes submitted electronically must be received by 1:00 a.m., PST, on September 5, 2019.



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Using a black ink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.



2019 Annual Meeting Proxy Card

1234 5678 9012 345

IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

Proposals - The Board of Directors recommends a vote FOR each of the Director nominees identified in Proposal No. 1, and FOR Proposals No. 2, 3, 4, 5, and 6.

I. ELECTION OF DIRECTORS

Nominees:

Table with 6 columns: Nominee Name, For, Withhold. Includes Jon S. Saxe, Shawn K. Singh, H. Ralph Snodgrass, Brian J. Underdown, Jerry B. Gin, Ann M. Cunningham.

2. CHARTER AMENDMENT. Amendment to the VistaGen Therapeutics, Inc. (the Company) Restated Articles of Incorporation, as amended, to increase the authorized number of shares of common stock from 100.0 million shares to 175.0 million shares.

For Against Abstain checkboxes

3. 2019 PLAN ADOPTION. Adoption of the Company's 2019 Omnibus Equity Incentive Plan, ratifying all issuances thereunder.

For Against Abstain checkboxes

4. 2019 ESPP ADOPTION. Adoption of the Company's 2019 Employee Stock Purchase Plan.

For Against Abstain checkboxes

5. EXECUTIVE COMPENSATION. Approval, on a non-binding and advisory basis, of the compensation paid to our Named Executive Officers, as disclosed in the proxy statement for the 2019 Annual Meeting of Stockholders (the Annual Meeting).

For Against Abstain checkboxes

6. RATIFYING THE APPOINTMENT OF GUM & CO. LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 31, 2020.

For Against Abstain checkboxes

MARK PROPERLY TO VOTE UPON OTHER MATTERS AS

B Authorized Signatures - This section must be completed for your vote to be counted. - Date and Sign Below

Note: This proxy must be signed exactly as the name appears hereon. When shares are held by joint tenants, both should sign. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

Date (mm/dd/yyyy) - Please print date below.

Signature 1 - Please keep signature within the box.

Signature 2 - Please keep signature within the box.

Date input box

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Signature 2 input box



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▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy – VISTAGEN THERAPEUTICS, INC.



**PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF
VISTAGEN THERAPEUTICS, INC.**

FOR THE 2019 ANNUAL MEETING OF STOCKHOLDERS

The undersigned revokes all previous proxies and constitutes and appoints Shawn K. Singh and Jerrold D. Dotson, and each of them, his or her true and lawful agent and proxy with full power of substitution in each, to represent and to vote on behalf of the undersigned all of the shares of common stock of VistaGen Therapeutics, Inc. (the *Company*) which the undersigned is entitled to vote at the Company's 2019 Annual Meeting of Stockholders (the *Annual Meeting*), to be held at the San Francisco Airport Marriott Waterfront Hotel, located at 1800 Old Bayshore Highway, Burlingame, California 94010, on September 5, 2019 at 10:00 a.m., local time, and at any adjournment(s) or postponement(s) thereof, upon the following proposals more fully described in the Notice of Annual Meeting of Stockholders and Proxy Statement for the Annual Meeting (receipt of which is hereby acknowledged).

This proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder. If no direction is made, this proxy will be voted FOR each of the Director nominees identified in Proposal No. 1, and FOR Proposals No. 2, 3, 4, 5, and 6.

(continued and to be signed on reverse side)

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY, USING THE ENCLOSED ENVELOPE.

C Non-Voting Items

Change of Address – Please print new address below.

Meeting Attendance

Mark box to the right if
you plan to attend the
Annual Meeting.

