
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:
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 DESIGNATION (IF ANY)
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 ADD 3
 ADD 4
 ADD 5
 ADD 6

Online



Go to www.envisionreports.com/VTGN
 or scan the QR code – login details are located
 in the shaded bar below.



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

Notice of the 2019 Annual Meeting of Stockholders

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**Important Notice Regarding the Availability of Proxy Materials for the
 VistaGen Therapeutics, Inc. 2019 Annual Meeting of Stockholders to be Held on September 5, 2019**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the VistaGen Therapeutics, Inc. (the *Company*) 2019 Annual Meeting of Stockholders (the *Annual Meeting*) are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the Annual Meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement for the Annual Meeting and the Company’s Annual Report on Form 10-K for the year ended March 31, 2019 are available at:

www.envisionreports.com/VTGN



Easy Online Access – View your proxy materials and vote.

- Step 1:** Go to www.envisionreports.com/VTGN.
- Step 2:** Click on **Cast Your Vote** or **Request Materials**.
- Step 3:** Follow the instructions on the screen to log in.
- Step 4:** Make your selections as instructed on each screen for your delivery preferences.
- Step 5:** Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a Copy of the Proxy Materials – If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before August 26, 2019 to facilitate timely delivery.



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Notice of the 2019 Annual Meeting of Stockholders

VistaGen Therapeutics, Inc.'s (the *Company*) 2019 Annual Meeting of Stockholders (the *Annual Meeting*) will be held on September 5, 2019 at the San Francisco Airport Marriott Waterfront Hotel, located at 1800 Old Bayshore Highway, Burlingame, California 94010, at 10:00 a.m. local time.

Proposals to be voted on at the Annual Meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote **FOR** each Director nominee identified under Proposal No. 1, and **FOR** Proposals No. 2, 3, 4, 5, and 6:

1. ELECTION OF DIRECTORS. Nominees: Jon S. Saxe, Shawn K. Singh, H. Ralph Snodgrass, Brian J. Underdown, Jerry B. Gin and Ann M. Cunningham.
2. CHARTER AMENDMENT. Amendment to the Company's 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.
3. 2019 PLAN ADOPTION. Adoption of the Company's 2019 Omnibus Equity Incentive Plan, ratifying all issuances thereunder.
4. 2019 ESPP ADOPTION. Adoption of the Company's 2019 Employee Stock Purchase Plan.
5. EXECUTIVE COMPENSATION. Approval, on a non-binding and advisory basis, the compensation paid to our Named Executive Officers, as disclosed in the proxy statement for the Annual Meeting.
6. RATIFYING THE APPOINTMENT OF OUM & CO. LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 31, 2020.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.



Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** - Go to www.envisionreports.com/VTGN. Click Cast Your Vote or Request Materials.
- **Phone** - Call us free of charge at 1-866-641-4276.
- **Email** - Send an email to investorvote@computershare.com with "Proxy Materials VistaGen Therapeutics, Inc." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by August 26, 2019.
