

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:



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**Online**



Go to [www.envisionreports.com/VTGN](http://www.envisionreports.com/VTGN)  
or scan the QR code – login details are located  
in the shaded bar below.

Notice of the VistaGen Therapeutics, Inc. 2021 Virtual Annual Meeting of Stockholders

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**Important Notice Regarding the Availability of Proxy Materials for the  
VistaGen Therapeutics, Inc. 2021 Annual Meeting of Stockholders to be Held on September 17, 2021**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the VistaGen Therapeutics, Inc. (the *Company*) 2021 virtual 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 instructions for virtually attending 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 2021 Notice of Annual Meeting and Proxy Statement, VistaGen Therapeutics Form 14A – Notice, VistaGen Therapeutics Form 14A – Proxy and the Company’s Annual Report on Form 10-K for the year ended March 31, 2021 are available at:**

[www.envisionreports.com/VTGN](http://www.envisionreports.com/VTGN)



**Easy Online Access – View your proxy materials and vote.**

- Step 1:** Go to [www.envisionreports.com/VTGN](http://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 September 7, 2021 to facilitate timely delivery.**



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## Notice of the VistaGen Therapeutics, Inc. 2021 Virtual Annual Meeting of Stockholders

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VistaGen Therapeutics, Inc.'s (the *Company*) 2021 Annual Meeting of Stockholders (the *Annual Meeting*) will be held on Friday, September 17, 2021, at 10:00 A.M. PT, virtually via the Internet at [meetings.computershare.com/MPL727P](https://meetings.computershare.com/MPL727P). To access the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form.

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 and No. 3:

1. ELECTION OF DIRECTORS. Nominees: Jon S. Saxe, J.D., LL.M., Ann M. Cunningham, MBA, Joanne Curley, Ph.D., Margaret M. FitzPatrick, M.A., Jerry B. Gin, Ph.D., MBA, Mary L. Rotunno, J.D., Shawn K. Singh, J.D.
2. AMENDMENT AND RESTATEMENT OF THE 2019 OMNIBUS INCENTIVE PLAN. To approve an amendment and restatement of the Company's 2019 Omnibus Equity Incentive Plan (the *Amended 2019 Plan*), which Amended 2019 Plan makes certain changes to the Company's 2019 Omnibus Equity Incentive Plan, including increasing the number of shares of the common stock authorized for issuance thereunder from 7.5 million shares to 18 million shares.
3. RATIFICATION OF AUDITORS. To ratify the appointment of WithumSmith+Brown, PC as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2022.

**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.**



### 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](https://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](mailto: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 September 7, 2021.

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