

FORM 4

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

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

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

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

(Print or Type Responses)

| | | | | | |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person * GIN JERRY B | | 2. Issuer Name and Ticker or Trading Symbol VistaGen Therapeutics, Inc. [VTGN] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) | |
| (Last) (First) (Middle) C/O VISTAGEN THERAPEUTICS, INC., 343 ALLERTON AVENUE | | 3. Date of Earliest Transaction (Month/Day/Year) 05/31/2017 | | | |
| (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 <input type="checkbox"/> 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 | 05/31/2017 | | P | | 50,000 | A | (1) | 50,000 | I | By Jermax, LLC (2) |
| Common Stock | 05/31/2017 | | P | | 50,000 | A | (3) | 100,000 | I | By Spouse (4) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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 | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Warrant (1) | \$ 4 | 05/31/2017 | | P | | 25,000 | | 12/01/2017 | 04/30/2021 | Common Stock | 25,000 | \$ 0 | 25,000 | I | By Jermax, LLC (2) |
| Warrant (3) | \$ 4 | 05/31/2017 | | P | | 25,000 | | 12/01/2017 | 04/30/2021 | Common Stock | 25,000 | \$ 0 | 50,000 | I | By Spouse (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GIN JERRY B C/O VISTAGEN THERAPEUTICS, INC. 343 ALLERTON AVENUE SOUTH SAN FRANCISCO, CA 94080 | X | | | |

Signatures

/s/ Jerrold D. Dotson, Attorney-in-Fact 06/01/2017
**Signature of Reporting Person Date

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) Reporting Person purchased fifty thousand (50,000) Units, at a per-Unit cost of two dollars (\$2.00), in the Issuer's private placement, each Unit consisting of one (1) share of unregistered Common Stock and a warrant to purchase one-half (0.5) share of unregistered Common Stock at an exercise price of \$4.00 per share.
- (2) Jermax, LLC is wholly owned and controlled by the Reporting Person.
- (3) Reporting Person's spouse purchased fifty thousand (50,000) Units, at a per-Unit cost of two dollars (\$2.00), in the Issuer's private placement, each Unit consisting of one (1) share of unregistered Common Stock and a warrant to purchase one-half (0.5) share of unregistered Common Stock at an exercise price of \$4.00 per share.
- (4) Shares are held by Pegmax, LLC, which is wholly owned and controlled by the Reporting Person's spouse, Margaret P. Gin.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.