

FORM 4

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

| OMB APPROVAL | |
|--|-----------|
| 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 DOTSON JERROLD DUANE | | | 2. Issuer Name and Ticker or Trading Symbol VistaGen Therapeutics, Inc. [VTGN] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ VP, CFO AND SECRETARY | | |
| (Last) (First) (Middle) C/O VISTAGEN THERAPEUTICS, INC., 343 ALLERTON AVENUE | | | 3. Date of Earliest Transaction (Month/Day/Year) 08/29/2018 | | | | | |
| (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 | | | |

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 Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|----------------------------|--|--|--|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$ 10 | 08/29/2018 | | D | | 678 | (1) | 10/30/2012 | 10/30/2022 | Common Stock | 678 | \$ 0 | 0 | D | |
| Stock Option (Right to Buy) | \$ 1.5 | 08/29/2018 | | A | | 678 | | 08/29/2018 | 10/30/2022 | Common Stock | 678 | \$ 0 | 678 | D | |
| Stock Option (Right to Buy) | \$ 10 | 08/29/2018 | | D | | 4,323 | (1) | 10/30/2014 | 10/30/2022 | Common Stock | 4,323 | \$ 0 | 0 | D | |
| Stock Option (Right to Buy) | \$ 1.5 | 08/29/2018 | | A | | 4,323 | | 08/29/2018 | 10/30/2022 | Common Stock | 4,323 | \$ 0 | 4,323 | D | |
| Stock Option (Right to Buy) | \$ 8 | 08/29/2018 | | D | | 1,000 | (2) | 10/27/2015 | 10/27/2023 | Common Stock | 1,000 | \$ 0 | 0 | D | |
| Stock Option (Right to Buy) | \$ 1.5 | 08/29/2018 | | A | | 1,000 | | 08/29/2018 | 10/27/2023 | Common Stock | 1,000 | \$ 0 | 1,000 | D | |
| Stock Option (Right to Buy) | \$ 3.49 | 08/29/2018 | | D | | 75,000 | (3) | (4) | 06/19/2026 | Common Stock | 75,000 | \$ 0 | 0 | D | |
| Stock Option (Right to Buy) | \$ 1.5 | 08/29/2018 | | A | | 75,000 | | (4) | 06/19/2026 | Common Stock | 75,000 | \$ 0 | 75,000 | D | |
| Stock Option (Right to Buy) | \$ 3.8 | 08/29/2018 | | D | | 50,000 | (5) | (6) | 11/09/2026 | Common Stock | 50,000 | \$ 0 | 0 | D | |
| Stock Option (Right to Buy) | \$ 1.5 | 08/29/2018 | | A | | 50,000 | | (6) | 11/09/2026 | Common Stock | 50,000 | \$ 0 | 50,000 | D | |

| | | | | | | | | | | | | | | |
|--|---------|------------|--|---|---------|----------------|-----|------------|-----------------|---------|------|---------|---|--|
| Buy) Stock Option (Right to Buy) | \$ 1.96 | 08/29/2018 | | D | | 100,000 (7) | (8) | 04/26/2027 | Common Stock | 100,000 | \$ 0 | 0 | D | |
| Stock Option (Right to Buy) | \$ 1.5 | 08/29/2018 | | A | 100,000 | | (8) | 04/26/2027 | Common Stock | 100,000 | \$ 0 | 100,000 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DOTSON JERROLD DUANE C/O VISTAGEN THERAPEUTICS, INC. 343 ALLERTON AVENUE SOUTH SAN FRANCISCO, CA 94080 | | | VP, CFO AND SECRETARY | |

Signatures

| | |
|--|---------------------|
| /s/ Jerrold D. Dotson | 08/31/2018 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) The reporting person agreed to cancellation of an option granted to him on 10/30/2012 in exchange for a new option having a lower exercise price.
 - (2) The reporting person agreed to cancellation of an option granted to him on 10/27/2013 in exchange for a new option having a lower exercise price.
 - (3) The reporting person agreed to cancellation of an option granted to him on 6/19/2016 in exchange for a new option having a lower exercise price.
 - (4) The option vests periodically over a period of four years commencing 6/19/2016.
 - (5) The reporting person agreed to cancellation of an option granted to him on 11/9/2016 in exchange for a new option having a lower exercise price.
 - (6) The option vests monthly over a period of three years commencing 11/9/2016.
 - (7) The reporting person agreed to cancellation of an option granted to him on 4/26/2017 in exchange for a new option having a lower exercise price.
 - (8) The option vests monthly over a period of three years commencing 4/26/2017.

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.