

VistaGen Therapeutics, Inc.
 Form 4
 November 13, 2015

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SNODGRASS H. RALPH

(Last) (First) (Middle)

C/O VISTAGEN THERAPEUTICS, INC., 343 ALLERTON AVENUE

(Street)

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VistaGen Therapeutics, Inc. [VSTA]

3. Date of Earliest Transaction (Month/Day/Year)

11/11/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
PRES./CHIEF SCIENTIFIC OFFICER

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date | 7. Title and Underlying |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|-------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|-------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | |
|--------------------------|--|----------------------|-----------------|--|------------------|---------------------------|-----------------|--------------|
| | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Warrant for Common Stock | \$ 12.8 | 11/11/2015 | | | 50,000 | 04/01/2015 ⁽¹⁾ | 03/03/2023 | Common Stock |
| Warrant for Common Stock | \$ 7 | 11/11/2015 | | A ⁽¹⁾ | 50,000 | 04/01/2015 ⁽¹⁾ | 03/03/2023 | Common Stock |
| Warrant for Common Stock | \$ 10 | 11/11/2015 | | D ⁽²⁾ | 2,500 | ⁽²⁾ (3) | 03/19/2019 | Common Stock |
| Warrant for Common Stock | \$ 7 | 11/11/2015 | | A ⁽²⁾ | 2,500 | ⁽²⁾ (3) | 03/19/2019 | Common Stock |
| Warrant for Common Stock | \$ 10 | 11/11/2015 | | D ⁽²⁾ | 7,500 | ⁽²⁾ (3) | 03/19/2019 | Common Stock |
| Warrant for Common Stock | \$ 7 | 11/11/2015 | | A ⁽²⁾ | 7,500 | ⁽²⁾ (3) | 03/19/2019 | Common Stock |
| Warrant for Common Stock | \$ 10 | 11/11/2015 | | D ⁽⁴⁾ | 100,000 | 01/11/2015 ⁽⁴⁾ | 01/11/2020 | Common Stock |
| Warrant for Common Stock | \$ 7 | 11/11/2015 | | A ⁽⁴⁾ | 100,000 | 01/11/2015 ⁽⁴⁾ | 01/11/2020 | Common Stock |
| Warrant for Common Stock | \$ 9.25 | 11/11/2015 | | D ⁽⁵⁾ | 150,000 | 09/02/2015 ⁽⁵⁾ | 09/02/2020 | Common Stock |
| Warrant for Common Stock | \$ 7 | 11/11/2015 | | A ⁽⁵⁾ | 150,000 | 09/02/2015 ⁽⁵⁾ | 09/02/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SNODGRASS H. RALPH C/O VISTAGEN THERAPEUTICS, INC. 343 ALLERTON AVENUE SOUTH SAN FRANCISCO, CA 94080 | | | PRES./CHIEF SCIENTIFIC OFFICER | |

Signatures

/s/ Jerrold D. Dotson, 11/13/2015
 Attorney-in-Fact

__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) The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant and the grant of a replacement warrant. The warrant was originally granted on March 3, 2013.
- (2) The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant and the grant of a replacement warrant. The warrant was originally granted on March 19, 2014.
 Subject to the Reporting Person's continuous service, and as incentive to continue employment and build shareholder value, the Warrant will vest according to the following schedule: 50% of the total number of shares on April 1, 2014 (the "Vesting Start Date"); 25% of the total number of shares on the one year anniversary of the Vesting Start Date; and 25% of the total number of shares on the two year anniversary of the Vesting Start Date; provided, however, that the Warrant shall vest in full upon a change in control of the Company, or upon the consummation by the Company and a third-party of a license or sale transaction involving at least one (1) new drug rescue variant developed by the Company.
- (3) The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant and the grant of a replacement warrant. The warrant was originally granted on January 11, 2015.
- (5) The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant and the grant of a replacement warrant. The warrant was originally granted on September 2, 2015.
- (6) Held by the H. Ralph Snodgrass Living Trust, dated 10/2/2008

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.