

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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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 *
 Singh Shawn

(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)

CHIEF EXECUTIVE 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 5)
			Code V	(A)	(D)	Date Exercisable	Expiration Date	
Warrant for Common Stock	\$ 10	11/11/2015	D ⁽¹⁾		4,017	08/25/2008 ⁽¹⁾	12/31/2016	Common Stock
Warrant for Common Stock	\$ 7	11/11/2015	A ⁽¹⁾	4,017		08/25/2008 ⁽¹⁾	03/19/2019	Common Stock
Warrant for Common Stock	\$ 10	11/11/2015	D ⁽¹⁾		1,786	08/25/2008 ⁽¹⁾	12/31/2016	Common Stock
Warrant for Common Stock	\$ 7	11/11/2015	A ⁽¹⁾	1,786		08/25/2008 ⁽¹⁾	03/19/2019	Common Stock
Warrant for Common Stock	\$ 12.8	11/11/2015	D ⁽³⁾		72,000	04/01/2015 ⁽³⁾	03/03/2023	Common Stock
Warrant	\$ 7	11/11/2015	A ⁽³⁾	72,000		04/01/2015 ⁽³⁾	03/03/2023	Common Stock
Warrant for Common Stock	\$ 10	11/11/2015	D ⁽⁴⁾		150,000	01/11/2015 ⁽⁴⁾	01/11/2020	Common Stock
Warrant for Common Stock	\$ 7	11/11/2015	A ⁽⁴⁾	150,000		01/11/2015 ⁽⁴⁾	01/11/2020	Common Stock
Warrant for Common Stock	\$ 9.25	11/11/2015	D ⁽⁵⁾		250,000	09/02/2015 ⁽⁵⁾	09/02/2020	Common Stock
Warrant for Common Stock	\$ 7	11/11/2015	A ⁽⁵⁾	250,000		09/02/2015 ⁽⁵⁾	09/02/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Singh Shawn C/O VISTAGEN THERAPEUTICS, INC. 343 ALLERTON AVENUE SOUTH SAN FRANCISCO, CA 94080			CHIEF EXECUTIVE OFFICER	

Signatures

/s/ Jerrold D. Dotson,
Attorney-in-Fact

11/13/2015

**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 August 25, 2008.
 - (2) Held by The 1997 Singh Family Trust U/R/D 5/29/97.
 - (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 March 3, 2013.
 - (4) 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.

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.