

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Smith Mark Alan</u> <hr/> (Last) (First) (Middle) <u>C/O VISTAGEN THERAPEUTICS, INC.</u> <u>343 ALLERTON AVENUE</u> <hr/> (Street) <u>SOUTH SAN FRANCISCO CA 94080</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VistaGen Therapeutics, Inc. [ VTGN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <u>CHIEF MEDICAL OFFICER</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/29/2018</u>	
	4. If Amendment, Date of 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

**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			

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$3.49	08/29/2018		D		180,000 <sup>(1)</sup>		(2)	06/19/2026	Common Stock	180,000	\$0	0	D	
Stock Option (Right to Buy)	\$1.5	08/29/2018		A		180,000		(2)	06/19/2026	Common Stock	180,000	\$0	180,000	D	
Stock Option (Right to Buy)	\$3.8	08/29/2018		D		80,000 <sup>(3)</sup>		(4)	11/09/2026	Common Stock	80,000	\$0	0	D	
Stock Option (Right to Buy)	\$1.5	08/29/2018		A		80,000		(4)	11/09/2026	Common Stock	80,000	\$0	80,000	D	
Stock Option (Right to Buy)	\$1.96	08/29/2018		D		125,000 <sup>(5)</sup>		(6)	04/26/2027	Common Stock	125,000	\$0	0	D	
Stock Option (Right to Buy)	\$1.5	08/29/2018		A		125,000		(6)	04/26/2027	Common Stock	125,000	\$0	125,000	D	

**Explanation of Responses:**

- 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.
- The option vests monthly over a period of four years commencing 6/19/2016.
- 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.
- The option vests monthly over a period of three years commencing 11/9/2016.
- 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.
- The option vests monthly over a period of three years commencing 4/26/2017.

/s/ Jerrold D. Dotson, Attorney-in-Fact 08/31/2018

\*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.