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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): September 15, 2017

VistaGen Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

NEVADA
(State or other jurisdiction of
incorporation)

001-37761
(Commission File Number)

20-5093315
(IRS Employer Identification Number)

343 Allerton Ave.
South San Francisco, California 94090
(Address of principal executive offices)

(650) 577-3600
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

See Item 5.07 below.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On September 15, 2017, VistaGen Therapeutics, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”). The matters voted upon at the Annual Meeting and the results of the voting are set forth below.

Proposal No. 1- Election of Directors

	For		Withheld	
	Votes	% Voted	Votes	% Voted
Jon S. Saxe	3,922,660	95.75%	174,159	4.25%
Shawn K. Singh	4,077,051	99.52%	19,768	0.48%
H. Ralph Snodgrass	3,981,028	97.17%	115,791	2.83%
Brian J. Underdown	4,050,168	98.86%	46,651	1.14%
Jerry B. Gin	4,050,168	98.86%	46,651	1.14%

The Company’s Directors are elected by a plurality of the votes cast. Accordingly, each of the nominees named above were elected to serve on the Board of Directors until the 2018 annual meeting of stockholders, or until their successors are elected and qualified.

Proposal No. 2- Approval of an Amendment to the Company’s Restated and Amended Articles of Incorporation

	For	Against	Abstain
	Votes	Votes	Votes
	5,864,179	243,307	510,447
% of Total Outstanding Shares Voted	62.71%	2.60%	5.46%

The vote required to approve this proposal was the affirmative vote of a majority of the outstanding shares of the Company’s common stock entitled to vote as of July 17, 2017, the record date for the Annual Meeting. Accordingly, the amendment to increase the number of authorized shares of common stock under the Company’s Restated and Amended Articles of Incorporation from 30.0 million to 100.0 million (the “Charter Amendment”) was approved.

Following the approval of the Charter Amendment at the Annual Meeting, the Charter Amendment was filed with the Nevada Secretary of State on September 15, 2017. A copy of the Charter Amendment is attached to this Current Report on Form 8-K as Exhibit 3.1.

Proposal No. 3- Approval of an Amendment to the Company’s Amended and Restated 2016 Stock Incentive Plan

	For	Against	Abstain	Broker Non-Votes
	Votes	Votes	Votes	Votes
	3,522,373	500,417	74,029	2,521,114
% Voted	85.98%	12.21%	1.81%	

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, the amendment to increase the number of authorized shares issuable under the Company’s Amended and Restated 2016 Stock Incentive Plan from 3.0 million to 10.0 million was approved.

Proposal No. 4- Ratification of Appointment of Auditors

	For	Against	Abstain
	Votes	Votes	Votes
	6,192,477	255,945	169,511
% Voted	93.57%	3.87%	2.56%

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, stockholders ratified the appointment of OUM & Co, LLP as the Company’s registered independent public accounting firm for the fiscal year ending March 31, 2018.

For more information about the foregoing proposals, please review the Company’s definitive proxy statement, filed with the Securities and Exchange Commission on August 4, 2017.

Item 9.01 Exhibits.

See Exhibit Index.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VistaGen Therapeutics, Inc.

Date: September 20, 2017

By: /s/ Shawn K. Singh
Shawn K. Singh
Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment to the Restated and Amended Articles of Incorporation of VistaGen Therapeutics, Inc., dated September 15, 2017.

CERTIFICATE OF AMENDMENT
TO THE
RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
VISTAGEN THERAPEUTICS, INC.

VistaGen Therapeutics, Inc., a Nevada corporation (the "*Corporation*"), does hereby certify that:

FIRST: This Certificate of Amendment amends the provisions of the Corporation's Restated and Amended Articles of Incorporation (the "*Articles of Incorporation*").

SECOND: The terms and provisions of this Certificate of Amendment have been duly adopted in accordance with Section 78.380 of the Nevada Revised Statutes and shall become effective immediately upon filing this Certificate of Amendment.

THIRD: The first paragraph of Article V of the Articles of Incorporation is hereby amended in its entirety and replaced with the following:

"This corporation is authorized to issue two classes of capital stock, to be designated "Common Stock" and "Preferred Stock." The total number of shares of Common Stock which this corporation is authorized to issue is One Hundred Million (100,000,000), each having a par value of \$0.001. The total number of shares of Preferred Stock which this corporation is authorized to issue is Ten Million (10,000,000), each having a par value of \$0.001. The holders of the Common Stock shall have one (1) vote per share on each matter submitted to a vote of stockholders. The capital stock of this corporation, after the amount of the subscription price has been paid in, shall never be assessable, or assessed to pay debts of this corporation."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its officers thereunto duly authorized this 15th day of September, 2017.

By: /s/ Shawn K. Singh
Name: Shawn K. Singh
Title: Chief Executive Officer