

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* GIN JERRY B (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. [VTGN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Common Stock	05/31/2017		P		50,000	A	(1)	50,000	I	By Jermax, LLC ⁽²⁾
Common Stock	05/31/2017		P		50,000	A	(3)	100,000	I	By Spouse ⁽⁴⁾

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
Warrant ⁽¹⁾	\$4	05/31/2017		P		25,000		12/01/2017	04/30/2021	Common Stock	25,000	\$0	25,000	I	By Jermax, LLC ⁽²⁾
Warrant ⁽³⁾	\$4	05/31/2017		P		25,000		12/01/2017	04/30/2021	Common Stock	25,000	\$0	50,000	I	By Spouse ⁽⁴⁾

Explanation of Responses:

- Reporting Person purchased fifty thousand (50,000) Units, at a per-Unit cost of two dollars (\$2.00), in the Issuer's private placement, each Unit consisting of one (1) share of unregistered Common Stock and a warrant to purchase one-half (0.5) share of unregistered Common Stock at an exercise price of \$4.00 per share.
- Jermax, LLC is wholly owned and controlled by the Reporting Person.
- Reporting Person's spouse purchased fifty thousand (50,000) Units, at a per-Unit cost of two dollars (\$2.00), in the Issuer's private placement, each Unit consisting of one (1) share of unregistered Common Stock and a warrant to purchase one-half (0.5) share of unregistered Common Stock at an exercise price of \$4.00 per share.
- Shares are held by Pegmax, LLC, which is wholly owned and controlled by the Reporting Person's spouse, Margaret P. Gin.

/s/ Jerrold D. Dotson, Attorney-in-Fact 06/01/2017

** 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.