

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>DOTSON JERROLD DUANE</u> (Last) (First) (Middle) <u>C/O VISTAGEN THERAPEUTICS, INC.</u> <u>343 ALLERTON AVENUE</u> (Street) <u>SOUTH SAN FRANCISCO CA 94080</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, CFO AND SECRETARY</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/29/2018</u>	
	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			

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)	\$10	08/29/2018		D			678 ⁽¹⁾	10/30/2012	10/30/2022	Common Stock	678	\$0	0	D	
Stock Option (Right to Buy)	\$1.5	08/29/2018		A		678		08/29/2018	10/30/2022	Common Stock	678	\$0	678	D	
Stock Option (Right to Buy)	\$10	08/29/2018		D			4,323 ⁽¹⁾	10/30/2014	10/30/2022	Common Stock	4,323	\$0	0	D	
Stock Option (Right to Buy)	\$1.5	08/29/2018		A		4,323		08/29/2018	10/30/2022	Common Stock	4,323	\$0	4,323	D	
Stock Option (Right to Buy)	\$8	08/29/2018		D			1,000 ⁽²⁾	10/27/2015	10/27/2023	Common Stock	1,000	\$0	0	D	
Stock Option (Right to Buy)	\$1.5	08/29/2018		A		1,000		08/29/2018	10/27/2023	Common Stock	1,000	\$0	1,000	D	
Stock Option (Right to Buy)	\$3.49	08/29/2018		D			75,000 ⁽³⁾	(4)	06/19/2026	Common Stock	75,000	\$0	0	D	
Stock Option (Right to Buy)	\$1.5	08/29/2018		A		75,000		(4)	06/19/2026	Common Stock	75,000	\$0	75,000	D	
Stock Option (Right to Buy)	\$3.8	08/29/2018		D			50,000 ⁽⁵⁾	(6)	11/09/2026	Common Stock	50,000	\$0	0	D	
Stock Option (Right to Buy)	\$1.5	08/29/2018		A		50,000		(6)	11/09/2026	Common Stock	50,000	\$0	50,000	D	
Stock Option (Right to Buy)	\$1.96	08/29/2018		D			100,000 ⁽⁷⁾	(8)	04/26/2027	Common Stock	100,000	\$0	0	D	
Stock Option (Right to Buy)	\$1.5	08/29/2018		A		100,000		(8)	04/26/2027	Common Stock	100,000	\$0	100,000	D	

Explanation of Responses:

1. The reporting person agreed to cancellation of an option granted to him on 10/30/2012 in exchange for a new option having a lower exercise price.
2. The reporting person agreed to cancellation of an option granted to him on 10/27/2013 in exchange for a new option having a lower exercise price.
3. 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.
4. The option vests periodically over a period of four years commencing 6/19/2016.
5. 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.
6. The option vests monthly over a period of three years commencing 11/9/2016.
7. 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.
8. The option vests monthly over a period of three years commencing 4/26/2017.

/s/ Jerrold D. Dotson

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.

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