

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* <b>SAXE JON S</b>  (Last) (First) (Middle) <b>C/O VISTAGEN THERAPEUTICS, INC.</b> <b>343 ALLERTON AVENUE</b>  (Street) <b>SOUTH SAN FRANCISCO CA 94080</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>VistaGen Therapeutics, Inc. [ VSTA ]</b>	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) <b>11/11/2015</b>	
	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  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				
Warrant for Common Stock	\$10	11/11/2015		D <sup>(1)</sup>			2,500	02/13/2012 <sup>(1)</sup>	02/13/2016	Common Stock	2,500	\$0 <sup>(1)</sup>	0	I	By Trust <sup>(2)</sup>
Warrant for Common Stock	\$7	11/11/2015		A <sup>(1)</sup>			2,500	02/13/2012 <sup>(1)</sup>	03/19/2019	Common Stock	2,500	\$0 <sup>(1)</sup>	2,500	I	By Trust <sup>(2)</sup>
Warrant for Common Stock	\$12.8	11/11/2015		D <sup>(3)</sup>			7,500	04/01/2015 <sup>(3)</sup>	03/03/2023	Common Stock	7,500	\$0 <sup>(3)</sup>	0	I	By Trust <sup>(2)</sup>
Warrant for Common Stock	\$7	11/11/2015		A <sup>(3)</sup>			7,500	04/01/2015 <sup>(3)</sup>	03/03/2023	Common Stock	7,500	\$0 <sup>(3)</sup>	7,500	I	By Trust <sup>(2)</sup>
Warrant for Common Stock	\$10	11/11/2015		D <sup>(4)</sup>			3,250	(4)(5)	03/19/2019	Common Stock	3,250	\$0 <sup>(4)</sup>	0	I	By Trust <sup>(2)</sup>
Warrant for Common Stock	\$7	11/11/2015		A <sup>(4)</sup>			3,250	(4)(5)	03/19/2019	Common Stock	3,250	\$0 <sup>(4)</sup>	3,250	I	By Trust <sup>(2)</sup>
Warrant for Common Stock	\$10	11/11/2015		D <sup>(6)</sup>			20,000	01/11/2015 <sup>(6)</sup>	01/11/2020	Common Stock	20,000	\$0 <sup>(6)</sup>	0	I	By Trust <sup>(2)</sup>
Warrant for Common Stock	\$7	11/11/2015		A <sup>(6)</sup>			20,000	01/11/2015 <sup>(6)</sup>	01/11/2020	Common Stock	20,000	\$0 <sup>(6)</sup>	20,000	I	By Trust <sup>(2)</sup>
Warrant for Common Stock	\$9.25	11/11/2015		D <sup>(7)</sup>			50,000	09/02/2015 <sup>(7)</sup>	09/02/2020	Common Stock	50,000	\$0 <sup>(7)</sup>	0	I	By Trust <sup>(2)</sup>
Warrant for Common Stock	\$7	11/11/2015		A <sup>(7)</sup>			50,000	09/02/2015 <sup>(7)</sup>	09/02/2020	Common Stock	50,000	\$0 <sup>(7)</sup>	50,000	I	By Trust <sup>(2)</sup>

**Explanation of Responses:**

- 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 February 13, 2012.
- Held by The Jon S. Saxe and Myrna G. Marshall 1997 Trust. The warrant was assigned to Reporting Person's Trust effective 9/15/2015.

