

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>DOTSON JERROLD DUANE</u> (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 <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) 06/30/2021	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/30/2021		A		3,044 ⁽¹⁾	A	\$1.9465	13,044	D	
Common Stock	06/30/2021		M		1,000	A	\$1.5	14,044	D	
Common Stock	06/30/2021		M		78,918	A	\$1	92,962	D	
Common Stock	06/30/2021		M		9,824	A	\$0.398	102,786	D	

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 Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$1.5	06/30/2021		M			1,000	08/29/2018	10/27/2023	Common Stock	1,000	\$0	0	D	
Stock Option (Right to Buy)	\$1	06/30/2021		D ⁽²⁾			36,707		05/23/2029	Common Stock	150,000	\$0	113,293	D	
Stock Option (Right to Buy)	\$1	06/30/2021		M			78,918		05/23/2029	Common Stock	113,293	\$0	34,375	D	
Stock Option (Right to Buy)	\$0.398	06/30/2021		M			9,824		04/23/2030	Common Stock	150,000	\$0	140,176	D	

Explanation of Responses:

- Shares purchased under the Vistagen Therapeutics, Inc. 2019 Employee Stock Purchase Plan on June 30, 2021 in a transaction exempt under Rule 16b-3(c).
- Represents stock options that were cancelled and returned to the Issuer in order to pay the exercise price associated with the exercise reported herein.
- 25% of the shares subject to this stock option vested May 23, 2019, with the the remaining shares vesting in 1/36th installments on each monthly anniversary thereafter.
- Twenty-five percent (25%) of the total number of shares began vesting immediately on April 23, 2020, with the remaining shares vesting in 1/24th monthly installments thereafter.

/s/ Jerrold D. Dotson 07/02/2021

** 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.