

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): July 7, 2023

Vistagen Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation)

000-54014  
(Commission File Number)

20-5093315  
(IRS Employer  
Identification Number)

343 Allerton Ave.  
South San Francisco, California 94080  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	VTGN	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2)

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 7, 2023, Vistagen Therapeutics, Inc. (the “*Company*”) announced that Jerrold D. Dotson, CPA, Vice President and Chief Financial Officer (principal financial and accounting officer), intends to retire from the Company on or about August 31, 2023. Mr. Dotson’s retirement is not the result of any disagreement between Mr. Dotson and the Company on any matter relating to the Company’s operations, policies or practices. He will continue to serve in his current role until the earlier of his retirement date or the appointment date of his successor.

The Board of Directors of the Company has identified a potential successor for Mr. Dotson, subject to the completion of certain customary onboarding activities. The Company will announce Mr. Dotson’s successor upon appointment.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits Index**

<b>Exhibit No.</b>	<b>Description</b>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## 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: July 7, 2023

By: /s/ Shawn K. Singh

Shawn K. Singh  
Chief Executive Officer