

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): June 27, 2013

Commission File Number: 000-54014

VistaGen Therapeutics, Inc.

(Exact name of small business issuer as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

20-5093315

(IRS Employer Identification No.)

384 Oyster Point Blvd, No. 8, South San Francisco, California 94080

(Address of principal executive offices)

650-244-9990

(Registrant's Telephone number)

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 (see General Instruction A.2. below):

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))

Item 1.01 Entry into a Material Definitive Agreement.

On June 27, 2013, VistaGen Therapeutics, Inc. (the “Company”), Autilion AG, a company organized and existing under the laws of Switzerland (“Autilion”), and Bergamo Acquisition Corp. PTE LTD, a company organized and existing under the laws of Singapore (“Bergamo Singapore”) entered into a second amendment (the “Amendment”) to the Securities Purchase Agreement, dated April 8, 2013 and previously amended on April 30, 2013 (the “Securities Purchase Agreement”).

Pursuant to the Amendment, among other things: (i) Autilion and Bergamo Singapore terminated the Assignment and Assumption Agreement entered into on April 12, 2013; (ii) Autilion assumed all rights and obligations of the Purchaser under the Securities Purchase Agreement; and (iii) Autilion and the Company amended the scheduled investment dates under the Securities Purchase Agreement, so that the first closing occurred on the date of the Amendment and the final closing occurs on or before September 30, 2013, as more particularly set forth below:

Investment Date	Total Amount of Investment	Total No. of Shares
On the date of this Amendment	\$ 25,000	50,000
On or before July 11, 2013	\$ 475,000	950,000
On or before July 27, 2013	\$ 9,500,000	19,000,000
On or before August 30, 2013	\$ 10,000,000	20,000,000
On or before September 30, 2013	\$ 16,000,000	32,000,000

The foregoing description of the Amendment does not purport to be complete, and is qualified, in its entirety, by reference to the full text of the Amendment, attached hereto as Exhibit 10.1, and the full text of the Securities Purchase Agreement, attached as Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on April 10, 2013, each of which is incorporated by reference herein.

Item 3.02 Unregistered Sales of Equity Securities.

On June 27, 2013, pursuant to the Securities Purchase Agreement and the schedule set forth in the Amendment, the Company issued to Autilion an aggregate total of 50,000 shares of the Company’s common stock (the “Shares”) for \$0.50 per share, resulting in proceeds to the Company of \$25,000.

The Shares were offered and sold in a transaction exempt from registration under the Securities Act of 1933, as amended (“Securities Act”), in reliance on Section 4(2) thereof and Rule 506 of Regulation D thereunder. Autilion represented that it was an “accredited investor” as defined in Regulation D. The proceeds from the sale of the Shares will be used for general corporate purposes.

Item 7.01 Regulation FD Disclosure.

On June 28, 2013, the Company issued a press release to provide an update on the financing under the Securities Purchase Agreement. A copy of the press release is attached hereto as Exhibit 99.1

The information contained in this Item 7.01, including Exhibit 99.1, is being furnished pursuant to Item 7.01 of Form 8-K, “Regulation FD Disclosure.” This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

See Item 7.01.

Item 9.01 Financial Statements and Exhibits.

See Exhibit Index.

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 hereunto duly authorized.

VistaGen Therapeutics, Inc.

Date: *June 28, 2013*

By: /s/ Shawn K. Singh
Name: Shawn K. Singh, JD
Title: Chief Executive Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.1	Second amendment to the Securities Purchase Agreement
99.1	Press Release dated June 28, 2013

AMENDMENT NO. 2 TO SECURITIES PURCHASE AGREEMENT

This Amendment No. 2 to Securities Purchase Agreement (“*Amendment No. 2*”) is entered into as of June 27, 2013, by and between VistaGen Therapeutics, Inc., a Nevada corporation (the “*Company*”), Autilion AG, a company organized and existing under the laws of Switzerland (“*Autilion*”), and Bergamo Acquisition Corp. PTE LTD, a company organized and existing under the laws of Singapore (“*Bergamo Singapore*”). Unless otherwise specified herein, all capitalized terms set forth in this Amendment shall have the meanings as set forth in the Amended Agreement (as defined below).

RECITALS

WHEREAS, Autilion and the Company were parties to that certain Securities Purchase Agreement, dated April 8, 2013 (the “*Agreement*”), pursuant to which Autilion agreed to purchase from the Company an aggregate total of 72 million restricted shares of the Company’s common stock (“*Shares*”) for aggregate consideration of U.S. \$36.0 million;

WHEREAS, Autilion assigned the Agreement to Bergamo Singapore on April 12, 2013 pursuant to an Assignment and Assumption Agreement (the “*Assignment*”);

WHEREAS, the Company and Bergamo Singapore entered into Amendment No. 1 to Securities Purchase Agreement (“*Amendment No. 1*”) to amend certain terms of the Agreement; and

WHEREAS, the Company, Autilion and Bergamo Singapore now desire to: (i) terminate the Assignment and allow Autilion to assume the rights and obligations of the Purchaser under the Agreement, as amended by Amendment No. 1 and this Amendment No. 2 (collectively, the “*Amended Agreement*”); and (ii) further amend the Agreement, as more particularly set forth in this Amendment No. 2.

AGREEMENT

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned parties agree as follows:

1. Termination of Assignment and Assumption by Autilion.

a. Autilion and Bergamo Singapore hereby terminate the Assignment and Assumption Agreement entered into on April 12, 2013, such that the Assignment shall be of no further force and effect and Bergamo Singapore shall have no rights or obligations as the Purchaser under the Amended Agreement.

b. Autilion hereby assumes all rights and obligations of the Purchaser to the Amended Agreement, and agrees to the terms and conditions therein as if Autilion were originally made a party to the Amended Agreement.

2. Amendment No. 2 to the Securities Purchase Agreement

Section 2.1 of the Amended Agreement is hereby amended and replaced in its entirety with the following:

Section 2.1 Closing; Investment Dates

Upon the terms and subject to the conditions set forth herein, the Company agrees to sell, and the Purchaser agrees to purchase for the benefit of the Purchaser or its nominee, Seventy Two Million (72,000,000) Shares of Common Stock of the Company for Thirty Six Million Dollars (\$36,000,000), or \$0.50 per share, in a series of tranches (each, a “*Closing*” and the date of each such Closing an “*Investment Date*”) in accordance with the schedule set forth below:

Investment Date	Total Amount of Investment	Total No. of Shares
On the date of this Amendment	\$ 25,000	50,000
On or before July 11, 2013	\$ 475,000	950,000
On or before July 27, 2013	\$ 9,500,000	19,000,000
On or before August 30, 2013	\$ 10,000,000	20,000,000
On or before September 30, 2013	\$ 16,000,000	32,000,000

On each Investment Date, the Company shall deliver to the Purchaser and/or its nominee, and Purchaser shall deliver to the Company the items set forth in Section 2.3 deliverable at the Closing; *provided, however*, the opinion of Company Counsel required by Section 2.3(a)(vii) shall only be required to be delivered as a condition to the Closing of the final tranche of \$15,975,000. Upon satisfaction of the covenants and conditions set forth in Section 2.3, each Closing shall occur at the offices of Company Counsel or such other location as the parties shall mutually agree.

3. The Company and Purchaser represent and warrant to each other as follows:

(a) Each of the Company, Autilion and Bergamo Singapore is a corporation duly organized and validly existing in the jurisdiction of its incorporation indicated in the first paragraph of this Amendment No. 2. The execution, delivery and performance of this Amendment No. 2 are within the power and authority of the Company, Autilion and Bergamo Singapore and are not in contravention of law, Articles of Incorporation, Bylaws or the terms of any other documents, agreements or undertakings to which the Company, Autilion and Bergamo Singapore is a party or by which the Company or Purchaser is bound. No approval of any person, corporation, governmental body or other entity not provided herewith is a prerequisite to the execution, delivery and performance by the Company, Autilion and Bergamo Singapore of this Amendment No. 2, to ensure the validity or enforceability thereof.

(d) When executed on behalf of the Company, Autilion and Bergamo Singapore, this Amendment No. 2 will constitute the legally binding obligations of the Company, Autilion and Bergamo Singapore, enforceable in accordance with their terms, subject to the effect of applicable bankruptcy, insolvency, reorganization, moratorium and other similar laws now existing or hereafter enacted relating to or affecting the enforcement of creditors' rights generally, and the enforceability may be subject to limitations based on general principles of equity (regardless of whether such enforceability is considered a proceeding in equity or at law).

4. The provisions of the Amended Agreement, as modified in this Amendment No. 2, shall remain in full force and effect in accordance with their terms and are hereby ratified and confirmed. In the event of any conflict between the terms and conditions of this Amendment No. 2 and the terms and conditions set forth in the Agreement, the terms and conditions set forth herein shall control. This Amendment No. 2 shall be governed by the laws of the State of Delaware without regard to the conflict of laws provisions thereof.



IN WITNESS WHEREOF, this Amendment No. 2 is executed as of the day and year first written above.

VISTAGEN THERAPEUTICS, INC.

By: /s/ Shawn K. Singh

Name: Shawn K. Singh

Title: Chief Executive Officer

AUTILION AG

By: /s/ Hilard Herzog

Name: Hilard Herzog

Title: President

BERGAMO ACQUISITION CORP PTE, LTD

By: /s/ Hilard Herzog

Name: Hilard Herzog

Title: President



VistaGen

VistaGen Provides Update on \$36 Million Strategic Financing Agreement

SOUTH SAN FRANCISCO, CA – June 28, 2013 (MARKETWIRE via COMTEX) – VistaGen Therapeutics, Inc. (OTCQB: VSTA), a biotechnology company applying pluripotent stem cell technology for drug rescue, predictive toxicology and drug metabolism assays, today announced an update on the status of its strategic financing agreement with Autilion AG.

Under the terms of the parties' April 2013 agreement, as amended, Autilion AG has committed to invest \$36 million in VistaGen in consideration for 72 million shares of restricted VistaGen common stock, at a price of \$0.50 per share, in a series of closings ending on or before September 30, 2013. The parties have amended their agreement, completed a first closing and scheduled additional closings to occur in July, August and September 2013. As noted previously, the self-placed strategic financing does not include warrants or investment banking fees.

Shawn K. Singh, VistaGen's Chief Executive Officer, stated, "I met with Autilion's team earlier this week, and we have been working closely with them since signing our agreement in April. We are confident and excited about completing this transformative financing. Building on the positive developments in our labs presented during the Annual Meetings of the Society of Toxicology and International Society of Stem Cell Research in March and this month, respectively, we look forward to accelerating our lead programs towards valuable outcomes for our shareholders."

About VistaGen Therapeutics

VistaGen is a biotechnology company applying human pluripotent stem cell technology for drug rescue, predictive toxicology and drug metabolism screening. VistaGen's drug rescue activities combine its human pluripotent stem cell technology platform, *Human Clinical Trials in a Test Tube™*, with modern medicinal chemistry to generate novel, safer chemical variants (Drug Rescue Variants) of once-promising small molecule drug candidates. These are drug candidates discontinued by pharmaceutical or biotechnology companies, the U.S. National Institutes of Health (NIH) or university laboratories, after substantial investment in discovery and development, due to unexpected safety issues relating to the heart or liver or adverse drug-drug interactions. VistaGen uses its pluripotent stem cell technology to generate early indications, or predictions, of how humans will ultimately respond to new drug candidates before they are ever tested in humans, bringing human biology to the front end of the drug development process.

VistaGen's small molecule prodrug candidate, AV-101, has successfully completed Phase 1 development for treatment of neuropathic pain. Neuropathic pain, a serious and chronic condition causing pain after an injury or disease of the peripheral or central nervous system, affects millions of people worldwide.

Visit VistaGen at <http://www.VistaGen.com>, follow VistaGen at <http://www.twitter.com/VistaGen> or view VistaGen's Facebook page at <http://www.facebook.com/VistaGen>.

Cautionary Statement Regarding Forward-Looking Statements

The statements in this press release that are not historical facts may constitute forward-looking statements that are based on current expectations and are subject to risks and uncertainties that could cause actual future results to differ materially from those expressed or implied by such statements. Those risks and uncertainties include, but are not limited to, risks related to the satisfaction of certain conditions to closing the strategic financing referred to in this press release, the success of VistaGen's stem cell technology-based drug rescue, predictive toxicology and metabolism screening activities, further development of stem cell-based bioassay systems and cell therapies, clinical development and commercialization of AV-101 for neuropathic pain or any other disease or condition, its ability to enter into strategic predictive toxicology, metabolism screening, drug rescue and/or drug discovery, development and commercialization collaborations and/or licensing arrangements with respect to one or more drug rescue variants, regenerative cell therapies or AV-101, risks and uncertainties relating to the availability of substantial additional capital to support its research, drug rescue, development and commercialization activities, and the success of its research and development plans and strategies, including those plans and strategies related to any drug rescue variant or regenerative cell therapy identified and developed by VistaGen, or AV-101. These and other risks and uncertainties are identified and described in more detail in VistaGen's filings with the Securities and Exchange Commission (SEC). These filings are available on the SEC's website at www.sec.gov. VistaGen undertakes no obligation to publicly update or revise any forward-looking statements.

For more information:

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