
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Vistagen Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

92840H400

(CUSIP Number)

12/31/2023

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)
-
-

SCHEDULE 13G

CUSIP No. 92840H400

Names of Reporting Persons

1

STEMPOINT CAPITAL LP

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

DELAWARE

Number of Shares 5 Sole Voting Power

Beneficially Owned by Each Reporting Person With: 1,593,428.00
 Shared Voting Power
 6
 0.00
 Sole Dispositive Power
 7
 1,790,182.00
 Shared Dispositive Power
 8
 0.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,790,182.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

11 6.5 %

Type of Reporting Person (See Instructions)

12 IA

Comment for Type of Reporting Person: Comments: ITEM 5, Sole Voting Power includes 616,749 warrants beneficially owned by the reporting person. ITEM 7, Sole Dispositive Power includes 616,749 warrants beneficially owned by the reporting person.

SCHEDULE 13G

CUSIP No. 92840H400

Names of Reporting Persons

1 STEMPOINT CAPITAL MANAGEMENT GP LLC

Check the appropriate box if a member of a Group (see instructions)

2 (a)
 (b)

3 Sec Use Only

Citizenship or Place of Organization

4 DELAWARE

Sole Voting Power

5 1,593,428.00

Number of Shares Beneficially Owned by Each Reporting Person With: 6 Shared Voting Power

7 0.00
 Sole Dispositive Power

8 1,790,182.00
 Shared Dispositive Power

0.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,790,182.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)



Percent of class represented by amount in row (9)

11

6.5 %

Type of Reporting Person (See Instructions)

12

CO

Comment for Type of Reporting Person: Comments: ITEM 5, Sole Voting Power includes 616,749 warrants beneficially owned by the reporting person. ITEM 7, Sole Dispositive Power includes 616,749 warrants beneficially owned by the reporting person.

SCHEDULE 13G

CUSIP No. 92840H400

Names of Reporting Persons

1

MICHELLE ROSS

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

Sole Voting Power

5

1,593,428.00

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

Shared Voting Power

6

0.00

Sole Dispositive Power

7

1,790,182.00

Shared Dispositive

8

Power

0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

1,790,182.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10



Percent of class represented by amount in row (9)

11

6.5 %

Type of Reporting Person (See Instructions)

12

IN

Comment for Type of Reporting Person: Comments: ITEM 5, Sole Voting Power includes 616,749 warrants beneficially owned by the reporting person. ITEM 7, Sole Dispositive Power includes 616,749 warrants beneficially owned by the reporting person.

SCCHEDULE 13G

Item 1.

Name of issuer:

(a)

Vistagen Therapeutics, Inc.

Address of issuer's principal executive offices:

(b)

343 ALLERTON AVENUE, SOUTH SAN FRANCISCO, CALIFORNIA, 94080.

Item 2.

Name of person filing:

(a)

This filing is being jointly filed by StemPoint Capital, LP, StemPoint Capital Management GP, LLC and Michelle Ross (the "Reporting Persons").

Address or principal business office or, if none, residence:

(b)

The business address of each Reporting Person is: 520 Madison Ave 19th Floor New York, NY 10022

Citizenship:

(c)

StemPoint Capital, LP is a limited partnership organized under the laws of the State of Delaware. StemPoint Capital Management GP, LLC is a limited liability company organized under the laws of the State of Delaware. Michelle Ross is a citizen of the United States of America.

Title of class of securities:

(d)

Common Stock, par value \$0.001 per share

CUSIP No.:

(e)

92840H400

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)

Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)

Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d)

Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e)

An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f)

An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g)

A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h)

A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)

A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)

A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

(k)

Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

(a)

Items 5-9 of each cover page are incorporated by reference. Each Reporting Person may be deemed to be the beneficial owner of 1,790,182 Shares, which amount consists of 1,173,433 of Shares and 616,749 Shares issuable upon the exercise of Warrants.

Percent of class:

(b)

Each Reporting Person may be deemed to beneficially own 6.5% of the Shares, which is calculated based on 27,023,038 Shares outstanding as of September 30, 2023, as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended September 30, 2023 filed with the SEC on November 9, 2023, plus the total number of Shares that the Reporting Persons have the right to acquire upon exercise of Warrants, subject to the Beneficial Ownership Limitation, which amount has been added to the shares outstanding in accordance with Rule 13d-3(d)(i) (1) under the Act. %

(c)

Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Sole power to vote or direct the vote: 1,593,428 Comment: Sole Voting Power includes 616,749 warrants beneficially owned by the Reporting Persons

(ii) Shared power to vote or to direct the vote:

Shared power to vote or direct the vote: -0-

(iii) Sole power to dispose or to direct the disposition of:

Sole power to dispose or direct the disposition of: 1,790,182 Comment: Sole Dispositive Power includes 616,749 warrants beneficially owned by the Reporting Persons.

(iv) Shared power to dispose or to direct the disposition of:

Shared power to dispose or direct the disposition of: -0-

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

STEMPOINT CAPITAL LP

Signature: STEMPOINT CAPITAL MANAGEMENT GP
LLC

Name/Title: ITS GENERAL PARTNER

Date: 02/12/2024

Signature: /S/ SEAN C. TAN

Name/Title: AUTHORIZED SIGNATORY

Date: 02/12/2024

STEMPOINT CAPITAL MANAGEMENT GP LLC

Signature: /S/ SEAN C. TAN

Name/Title: AUTHORIZED SIGNATORY

Date: 02/12/2024

MICHELLE ROSS

Signature: /S/ MICHELLE ROSS

Name/Title: MANAGING PARTNER

Date: 02/12/2024