

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Singh Shawn</u> <hr/> (Last) (First) (Middle) <u>C/O VISTAGEN THERAPEUTICS, INC.</u> <u>343 ALLERTON AVENUE</u> <hr/> (Street) <u>SOUTH SAN FRANCISCO CA 94080</u> <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>VistaGen Therapeutics, Inc. [ VSTA ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF EXECUTIVE OFFICER</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>12/20/2013</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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			
Common Stock	12/20/2013		A		100,000	A	(1)	100,000	I	By Trust
Common Stock								312,174	I	By Trust

**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				
Stock Option (Right to Buy)	\$1.13	12/20/2013		D			60,000	03/24/2013	03/24/2019	Common Stock	60,000	(2)	0	D	
Stock Option (Right to Buy)	\$0.5	12/20/2013		A		60,000		03/24/2013	03/24/2019	Common Stock	60,000	(2)	60,000	D	
Stock Option (Right to Buy)	\$1.13	12/20/2013		D			22,500	12/17/2009	06/17/2019	Common Stock	22,500	(2)	0	D	
Stock Option (Right to Buy)	\$0.5	12/20/2013		A		22,500		12/17/2009	06/17/2019	Common Stock	22,500	(2)	22,500	D	
Stock Option (Right to Buy)	\$1.5	12/20/2013		D			1,000,000	11/04/2011	11/04/2019	Common Stock	1,000,000	(2)	0	D	
Stock Option (Right to Buy)	\$0.5	12/20/2013		A		1,000,000		11/04/2011	11/04/2019	Common Stock	1,000,000	(2)	1,000,000	D	
Stock Option (Right to Buy)	\$1.5	12/20/2013		D			425,000	12/30/2011	12/30/2019	Common Stock	425,000	(2)	0	D	
Stock Option (Right to Buy)	\$0.5	12/20/2013		A		425,000		12/30/2011	12/30/2019	Common Stock	425,000	(2)	425,000	D	
Stock Option (Right to Buy)	\$1.75	12/20/2013		D			100,000	(3)	04/26/2021	Common Stock	100,000	(2)	0	D	
Stock Option (Right to Buy)	\$0.5	12/20/2013		A		100,000		(3)	04/26/2021	Common Stock	100,000	(2)	100,000	D	
Stock Option (Right to Buy)	\$2.1	12/20/2013		D			40,000 <sup>(4)</sup>	01/17/2012	01/17/2018	Common Stock	40,000	(2)	0	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 Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$0.5	12/20/2013		A		40,000 <sup>(4)</sup>		01/17/2012	01/17/2018	Common Stock	40,000	(2)	40,000	D	
Warrant	\$1.75	12/20/2013		D			35,714	08/25/2008	12/31/2013	Common Stock	35,714	(5)	0	I	By Trust <sup>(6)</sup>
Warrant	\$0.5	12/20/2013		A		35,714		08/25/2008	12/31/2016	Common Stock	35,714	(5)	35,714	I	By Trust <sup>(6)</sup>
Warrant	\$1.5	12/20/2013		D			50,000	12/06/2012	12/06/2017	Common Stock	50,000	(7)	0	I	By Trust <sup>(6)</sup>
Warrant	\$0.5	12/20/2013		A		50,000		12/06/2012	12/06/2017	Common Stock	50,000	(7)	50,000	I	By Trust <sup>(6)</sup>
Warrant	\$1.75	12/20/2013		D			80,338	08/25/2008	12/31/2013	Common Stock	80,338	(5)	0	I	By Trust <sup>(6)</sup>
Warrant	\$0.5	12/20/2013		A		80,338		08/25/2008	12/31/2016	Common Stock	80,338	(5)	80,338	I	By Trust <sup>(6)</sup>
Warrant	\$1	12/20/2013		A		100,000		12/20/2013	07/30/2016	Common Stock	100,000	(1)	100,000	I	By Trust <sup>(6)</sup>

**Explanation of Responses:**

- Securities were issued to Reporting Person as additional consideration for the purchase of a promissory note in the principal amount of \$50,000.
- The Reporting Person agreed to cancellation of an option granted to him on May 11, 2011 in exchange for a new option having a lower exercise price.
- Options vest monthly over a period of four years commencing April 25, 2011, with a twelve-month cliff of 25% of the shares.
- Two identical grants for 20,000 shares each have been combined into one line item.
- The Reporting Person agreed to cancellation of a warrant issued 8/25/2008 in exchange for a new warrant having a lower exercise price and extension of the term.
- Held by The 1997 Singh Family Trust U/R/D 5/29/97.
- The Reporting Person agreed to cancellation of a warrant issued 12/06/2012 in exchange for a new warrant having a lower exercise price.

/s/ Jerrold D. Dotson, Attorney-  
in-Fact 12/24/2013

\*\* 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.

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