

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Singh Shawn</u>  (Last) (First) (Middle) <u>C/O VISTAGEN THERAPEUTICS, INC.</u> <u>343 ALLERTON AVENUE</u>  (Street) <u>SOUTH SAN FRANCISCO</u> <u>CA</u> <u>94080</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VistaGen Therapeutics, Inc. [ VSTA ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>11/11/2015</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (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>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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			

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				
Warrant for Common Stock	\$10	11/11/2015		D <sup>(1)</sup>			4,017	08/25/2008 <sup>(1)</sup>	12/31/2016	Common Stock	4,017	\$0 <sup>(1)</sup>	0	I	By Trust <sup>(2)</sup>
Warrant for Common Stock	\$7	11/11/2015		A <sup>(1)</sup>		4,017		08/25/2008 <sup>(1)</sup>	03/19/2019	Common Stock	4,017	\$0 <sup>(1)</sup>	4,017	I	By Trust <sup>(2)</sup>
Warrant for Common Stock	\$10	11/11/2015		D <sup>(1)</sup>			1,786	08/25/2008 <sup>(1)</sup>	12/31/2016	Common Stock	1,786	\$0 <sup>(1)</sup>	0	I	By Trust <sup>(2)</sup>
Warrant for Common Stock	\$7	11/11/2015		A <sup>(1)</sup>		1,786		08/25/2008 <sup>(1)</sup>	03/19/2019	Common Stock	1,786	\$0 <sup>(1)</sup>	1,786	I	By Trust <sup>(2)</sup>
Warrant for Common Stock	\$12.8	11/11/2015		D <sup>(3)</sup>			72,000	04/01/2015 <sup>(3)</sup>	03/03/2023	Common Stock	72,000	\$0 <sup>(3)</sup>	0	D	
Warrant	\$7	11/11/2015		A <sup>(3)</sup>		72,000		04/01/2015 <sup>(3)</sup>	03/03/2023	Common Stock	72,000	\$0 <sup>(3)</sup>	72,000	D	
Warrant for Common Stock	\$10	11/11/2015		D <sup>(4)</sup>			150,000	01/11/2015 <sup>(4)</sup>	01/11/2020	Common Stock	150,000	\$0 <sup>(4)</sup>	0	I	By Trust <sup>(2)</sup>
Warrant for Common Stock	\$7	11/11/2015		A <sup>(4)</sup>		150,000		01/11/2015 <sup>(4)</sup>	01/11/2020	Common Stock	150,000	\$0 <sup>(4)</sup>	150,000	I	By Trust <sup>(2)</sup>
Warrant for Common Stock	\$9.25	11/11/2015		D <sup>(5)</sup>			250,000	09/02/2015 <sup>(5)</sup>	09/02/2020	Common Stock	250,000	\$0 <sup>(5)</sup>	0	I	By Trust <sup>(2)</sup>
Warrant for Common Stock	\$7	11/11/2015		A <sup>(5)</sup>		250,000		09/02/2015 <sup>(5)</sup>	09/02/2020	Common Stock	250,000	\$0 <sup>(5)</sup>	250,000	I	By Trust <sup>(2)</sup>

Explanation of Responses:

1. The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant and the grant of a replacement warrant. The warrant was originally granted on August 25, 2008.
2. Held by The 1997 Singh Family Trust U/R/D 5/29/97.
3. The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant and the grant of a replacement warrant. The warrant was originally granted on March 3, 2013.
4. The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant and the grant of a replacement warrant. The warrant was originally granted on January 11, 2015.
5. The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant and the grant of a replacement warrant. The warrant was originally granted on September 2, 2015.

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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