

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): September 30, 2014

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.)

343 Allerton Avenue, South San Francisco, California 94080

(Address of principal executive offices)

(650) 577-3600

(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 September 30, 2014, VistaGen Therapeutics, Inc., a Nevada corporation (the “*Company*”), and Platinum Long Term Growth VII, LLC (“*Platinum*”) entered into Amendment No. 2 to the Amended and Restated Note Conversion Agreement and Warrant Amendment (the “*Amendment*”) to extend the date by which the Company is able to consummate a Qualified Financing (defined below) from September 30, 2014 to October 31, 2014. Under the Amendment, in the event that, on or before October 31, 2014, the Company either (i) consummates a public common stock financing transaction resulting in gross proceeds to the Company of at least \$10.0 million pursuant to an effective registration statement on file with the SEC, or (ii) completes a private equity financing resulting in gross proceeds of at least \$36.0 million (each a “*Qualified Financing*”), Platinum will convert the entire outstanding balance of principal and accrued interest of all Senior Secured Convertible Promissory Notes currently held by Platinum, in the aggregate amount of approximately \$4.2 million, into shares of the Company’s equity securities.

The foregoing description of the Amendment and the Amended and Restated Note Conversion Agreement and Warrant Amendment (the “*Agreement*”) do not purport to be complete, and are qualified in their entirety by reference to the full text of the Amendment, which is attached hereto as Exhibit 10.1, and the Agreement attached as Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on July 22, 2014, each of which are incorporated by reference herein.

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: October 3, 2014

By: /s/ Shawn K. Singh
Shawn K. Singh
Chief Executive Officer

EXHIBIT INDEX

Exhibit Number	Description
10.1	Amendment No. 2 to Amended and Restated Note Conversion Agreement and Warrant Amendment, by and between VistaGen Therapeutics, Inc. and Platinum Long Term Growth VII, LLC, dated September 30, 2014.

**AMENDMENT NO. 2
TO
AMENDED AND RESTATED
NOTE CONVERSION AGREEMENT
AND
WARRANT AMENDMENT**

THIS AMENDMENT NO. 2 TO AMENDED AND RESTATED NOTE CONVERSION AGREEMENT AND WARRANT AMENDMENT (this "*Agreement*") is entered into on September 30, 2014, by and between VistaGen Therapeutics, Inc., a Nevada corporation (the "*Company*"), and Platinum Long Term Growth VII, LLC, a Delaware limited liability company ("*Platinum*").

WHEREAS, the parties entered into an Amended and Restated Note Conversion Agreement and Warrant Amendment on July 18, 2014 ("*Amendment*"), which Amendment amends and restates that certain Note Conversion Agreement, dated April 4, 2013, and amends certain warrants issued to Platinum prior to the date of the Amendment, each as more particularly set forth in the Amendment; and

WHEREAS, the parties further amended the Amendment pursuant to Amendment No. 1 to Amended and Restated Note Conversion Agreement and Warrant Amendment, dated September 2, 2014 ("*Amendment No. 1*"), pursuant to which the parties agreed to extend the date upon which the Company is able to consummate a Qualified Financing, as such term is defined in the Amendment, to September 30, 2014;

WHEREAS, the parties agree to amend the Amendment, as amended by Amendment No. 1, as more particularly set forth below, in order to further extend the date upon which the Company is able to consummate a Qualified Financing, as such term is defined in the Amendment.

NOW, THEREFORE, for and in consideration of the mutual agreements set forth herein, the parties hereto agree as follows:

1. The definition of "Closing Date", as such term is defined in Section 1 of the Amendment, shall be revised to October 31, 2014, and each reference to August 31, 2014 in the Amendment shall be amended and replaced with October 31, 2014.

2. The provisions of the Amendment, as modified herein, shall remain in full force and effect in accordance with its terms and are hereby ratified and confirmed. Platinum does not in any way waive the Company's obligations to comply with any of the provisions, covenants and terms of the Amendment (as amended hereby) and the other agreements referred to in the Amendment. This Agreement shall be governed by the laws of the State of New York without regard to the conflict of laws provisions thereof.

3. As a result of the execution of this Agreement, the parties agree and acknowledge that Amendment No. 1 shall terminate and be of no further force and effect.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF the parties have signed this instrument as of the date first set forth above.

ADDRESS:
343 Allerton Avenue
South San Francisco, California 94080

VISTAGEN THERAPEUTICS, INC.

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

ADDRESS:
152 West 57th Street, 4th Floor
New York, NY 10019

PLATINUM LONG TERM GROWTH VII, LLC

By: /s/ Mark Nordlicht
Name: Mark Nordlicht
Title: Authorized Signatory

[Signature Page to Amendment No. 2 to Amended and Restated Note Conversion Agreement and Warrant Amendment]