FORM 3

PALO ALTO CA

94304

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL 3235-0104 OMB Number:

Estimated average burden hours per response:

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

								of the Securities Exch nvestment Company A			1934			
1. Name and Address of Reporting Person* Venrock Healthcare Capital Partners II, L.P.				2. Date of Event Requiring Statement (Month/Day/Year) 04/06/2022		ement	3. Issuer Name and Ticker or Trading Symbol VistaGen Therapeutics, Inc. [VTGN]							
(Last) (First) (Middle) C/O VENROCK						Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner				5. If Amendment, Date of Original Filed (Month/Day/Year)				
3340 HILLVIEW AVENUE						Officer (give title below)			Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person			
(Street) PALO ALTO	CA	94304	4	_								X	Form filed Reporting I	by More than One Person
(City)	(State)	(Zip)												
			Ta	able I - Non	-D	erivati	ive	Securities Benef	fici	ally O	wned			
1. Title of Security (Instr. 4)						mount of Securities eficially Owned (Instr		Form: D	Ownership 4. Nature of Indirect Ben Ownership (Instr. 5) Instr. 5)					
Common Stock						20,697,286(1)]	[By Funds ⁽²⁾				
			(e.g					ecurities Benefic , options, conve)		
Title of Derivative Security (Instr. 4) Expiration Date (Month/Day/Year)					3. Title and Amount of Se Underlying Derivative Se (Instr. 4)				4. Conver or Exer Price o	rcise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
									A	mount r		tive	or Indirect (I) (Instr. 5)	3,
				Date Exercisable		piration ate		ïtle	0	lumber if shares				
		of Reporting Pe care Capit		tners II,										
(Last) C/O VENI	•	First)	(Mid	ddle)										
3340 HILI	LVIEW A	VENUE												
(Street) PALO AL	го с	'A	943	304	_									
(City)	(8	State)	(Zip	(Zip)										
		of Reporting Pe stment Ho		s II, LLC										
(Last) C/O VENI 3340 HILI	ROCK	First)	(Mid	ddle)	_									
(Street)						I								

	(State)	(Zip)
1. Name and Addre		
(Last) C/O VENROCE 3340 HILLVIE	ζ ΄	(Middle)
(Street) PALO ALTO	CA	94304
(City)	(State)	(Zip)
1. Name and Address Venrock Hea L.P.		erson* cal Partners III,
(Last) C/O VENROCE	` '	(Middle)
3340 HILLVIE	W AVENUE	
(Street) PALO ALTO	CA	94304
(City)	(State)	(Zip)
(Last) C/O VENROCE 3340 HILLVIE	(First)	(Middle)
(Street) PALO ALTO	CA	94304
(City)	(State)	(Zip)
	ess of Reporting Pe	*
1. Name and Addre		
	gement III, I	
VHCP Mana	(First)	LC
(Last) C/O VENROCH 3340 HILLVIE	(First) K W AVENUE	LC
(Last) C/O VENROCH 3340 HILLVIE	(First) K W AVENUE	(Middle)
VHCP Mana (Last) C/O VENROCE 3340 HILLVIE (Street) PALO ALTO (City) 1. Name and Address	(First) W AVENUE CA (State)	(Middle) 94304 (Zip)
(Last) (C/O VENROCK 3340 HILLVIE) (Street) PALO ALTO (City) 1. Name and Addre	(First) CA (State) ess of Reporting Pelthcare Capit	(Middle) 94304 (Zip) erson*
(Last) C/O VENROCK 3340 HILLVIEV (Street) PALO ALTO (City) 1. Name and Addrest Venrock Heat L.P. (Last) C/O VENROCK	(First) CA (State) ess of Reporting Pellthcare Capit (First) W AVENUE	(Middle) 94304 (Zip) erson* cal Partners EG,

1. Name and Address of Reporting Person* VHCP Management EG, LLC							
(Last)	(First)	(Middle)					
C/O VENROCI	ζ						
3340 HILLVIE	W AVENUE						
(Street)							
PALO ALTO	CA	94304					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person* Koh Bong Y							
(Last)	(First)	(Middle)					
C/O VENROCI	ζ						
3340 HILLVIEW AVENUE							
(Street) PALO ALTO	CA	94304					
(City)	(State)	(Zip)					
Name and Address of Reporting Person* Shah Nimish P							
(Last)	(First)	(Middle)					
C/O VENROCI	ζ						
3340 HILLVIEW AVENUE							
(Street) PALO ALTO	CA	94304					
(City)	(State)	(Zip)					

Explanation of Responses:

- 1. Consists of 4,949,368 shares held by Venrock Healthcare Capital Partners II, L.P. ("VHCP II"), 2,005,785 shares held by VHCP Co-Investment Holdings II, LLC ("VHCP II Co"), 1,617,270 shares held by Venrock Healthcare Capital Partners III, L.P. ("VHCP III"), 161,820 shares held by VHCP Co-Investment Holdings III, LLC ("VHCP III Co") and 11,963,043 shares held by Venrock Healthcare Capital Partners EG, L.P. ("VHCP EG").
- 2. VHCP Management II, LLC ("VHCPM II") is the sole general partner of VHCP II and the sole manager of VHCP II Co. VHCP Management III, LLC ("VHCPM III") is the sole general partner of VHCP III and the sole manager of VHCP III Co. VHCP Management EG, LLC ("VHCPM EG") is the sole general partner of VHCP EG. Dr. Bong Koh and Nimish Shah are the voting members of VHCPM II, VHCPM III and VHCPM EG. Dr. Koh, Mr. Shah, VHCPM II, VHCPM III and VHCPM EG disclaim beneficial ownership over all shares held by VHCP II, VHCP II Co, VHCP III, VHCP III Co and VHCP EG, except to the extent of their respective indirect pecuniary interests therein.

Remarks:

/s/ David L. Stepp, Authorized Signatory	07/08/2022
David L. Stepp, Authorized Signatory	07/08/2022
<u>David L. Stepp</u> , <u>Authorized Signatory</u>	07/08/2022
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<u>David L. Stepp</u> , <u>Authorized Signatory</u>	07/08/2022
<u>David L. Stepp, Attorney-in-fact</u>	07/08/2022

David L. Stepp, Attorney- 07/08/2022

Date

in-fact

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

 $^{^{\}star}$ If the form is filed by more than one reporting person, see Instruction 5 (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).