

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Venrock Healthcare Capital Partners II, L.P.</u> (Last) (First) (Middle) C/O VENROCK 3340 HILLVIEW AVENUE (Street) PALO ALTO CA 94304 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/06/2022	3. Issuer Name and Ticker or Trading Symbol <u>VistaGen Therapeutics, Inc. [VTGN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	20,697,286 ⁽¹⁾	I	By Funds ⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Venrock Healthcare Capital Partners II, L.P.</u> (Last) (First) (Middle) C/O VENROCK 3340 HILLVIEW AVENUE (Street) PALO ALTO CA 94304 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>VHCP Co-Investment Holdings II, LLC</u> (Last) (First) (Middle) C/O VENROCK 3340 HILLVIEW AVENUE (Street) PALO ALTO CA 94304 (City) (State) (Zip)		
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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[VHCP Management II, LLC](#)

(Last) (First) (Middle)

C/O VENROCK
3340 HILLVIEW AVENUE

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Venrock Healthcare Capital Partners III, L.P.](#)

(Last) (First) (Middle)

C/O VENROCK
3340 HILLVIEW AVENUE

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[VHCP Co-Investment Holdings III, LLC](#)

(Last) (First) (Middle)

C/O VENROCK
3340 HILLVIEW AVENUE

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[VHCP Management III, LLC](#)

(Last) (First) (Middle)

C/O VENROCK
3340 HILLVIEW AVENUE

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Venrock Healthcare Capital Partners EG, L.P.](#)

(Last) (First) (Middle)

C/O VENROCK
3340 HILLVIEW AVENUE

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[VHCP Management EG, LLC](#)

(Last) (First) (Middle)

C/O VENROCK
3340 HILLVIEW AVENUE

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Koh Bong Y](#)

(Last) (First) (Middle)

C/O VENROCK
3340 HILLVIEW AVENUE

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Shah Nimish P](#)

(Last) (First) (Middle)

C/O VENROCK
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,](#) [07/08/2022](#)
[Authorized Signatory](#)

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[Authorized Signatory](#)

[David L. Stepp, Attorney-](#) [07/08/2022](#)
[in-fact](#)

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

in-fact

** 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 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).

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.