

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the SEC Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to 14a-12

**Vistagen Therapeutics, Inc.**

(Name of Registrant as Specified In Its Charter)

\_\_\_\_\_  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- ☒ No fee required
  - ☐ Fee paid previously with preliminary materials
  - ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-



## Notice of the Vistagen Therapeutics, Inc. 2023 Virtual Annual Meeting of Stockholders

Vistagen Therapeutics, Inc.'s (the *Company*) 2023 Annual Meeting of Stockholders (the *Annual Meeting*) will be held on Monday, September 25, 2023, at 2:00 pm PDT, virtually via the Internet at [www.meetnow.global/M5K7HLJ](http://www.meetnow.global/M5K7HLJ). To access the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form.

Proposals to be voted on at the Annual Meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote **FOR** each Director nominee identified under Proposal No. 1 below and **FOR** Proposals No. 2, No. 3 and No. 4:

1. Nominees: Jon S. Saxe, J.D., LL.M., Ann M. Cunningham, MBA, Joanne Curley, Ph.D., Margaret M. FitzPatrick, M.A., Jerry B. Gin, Ph.D., MBA, Mary L. Rotunno, J.D. and Shawn K. Singh, J.D.
2. To approve, on a non-binding advisory basis, the compensation paid to our Named Executive Officers;
3. To approve an amendment to the Company's Amended and Restated 2019 Omnibus Equity Incentive Plan to increase the number of shares of common stock authorized for issuance thereunder from 600,000 shares to 1,000,000 shares;
4. To ratify the appointment of WithumSmith+Brown, PC as our independent registered public accounting firm for our fiscal year ending March 31, 2024; and
5. To vote upon such other matters, if any, as may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

**PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card.



### Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** – Go to [www.envisionreports.com/VTGN](http://www.envisionreports.com/VTGN). Click Cast Your Vote or Request Materials.
- **Phone** – Call us free of charge at 1-866-641-4276.
- **Email** – Send an email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials Vistagen Therapeutics, Inc." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by September 14, 2023.