DIVISION OF CORPORATION FINANCE

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

September 29, 2011

Via E-mail
Shawn Singh
Chief Executive Officer
VistaGen Therapeutics, Inc.
384 Oyster Point Blvd., No. 8
South San Francisco, CA 94080

Re: VistaGen Therapeutics, Inc.

Preliminary Proxy Statement on Schedule 14A

Filed September 2, 2011

File No. 000-54014

Dear Mr. Singh:

As we previously advised you by telephone, we completed our review of your filing on September 19, 2011. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Jeffrey Riedler

Jeffrey Riedler Assistant Director

cc: William T. Hart Hart & Trinen, LLP 1624 Washington Street Denver, CO 80203