

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)*

Vistagen Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

(CUSIP Number)

06/30/2026

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons
	TCG Crossover GP I, LLC
	Check the appropriate box if a member of a Group (see instructions)
2	☐ (a) ☒ (b)
3	Sec Use Only
	Citizenship or Place of Organization
4	DELAWARE

Number of Shares	5	Sole Voting Power
Beneficially Owned by Each Reporting Person With:	0.00	Shared Voting Power
	6	
	740,101.00	
		Sole Dispositive Power
	7	
	0.00	
		Shared Dispositive Power
	8	
	740,101.00	

9 Aggregate Amount Beneficially Owned by Each Reporting Person

740,101.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

☐

Percent of class represented by amount in row (9)

11 1.8 %

12 Type of Reporting Person (See Instructions)

OO

Comment for Type of Reporting Person: These securities are held of record by TCG Crossover I (as defined in Item 2(a) below). TCG Crossover GP I (as defined in Item 2(a) below) is the general partner of TCG Crossover I and may be deemed to have voting, investment, and dispositive power with respect to these securities. Chen Yu is the sole managing member of TCG Crossover GP I and may be deemed to share voting, investment and dispositive power with respect to these securities. Consists of (i) 334,573 shares of Common Stock (as defined in Item 2(d) below) issuable upon exercise of certain Tranche I Warrants (as defined and described in the Issuer's Prospectus Supplement filed with the United States Securities and Exchange Commission (the Commission)) pursuant to Rule 424(b)(5) on October 3, 2023 (the Prospectus)), and (ii) 405,428 shares of Common Stock issuable upon exercise of certain Tranche II Warrants (as defined in the Prospectus, together with the Tranche I Warrants, the Warrants). The Warrants contain a provision which prohibits the exercise of the Warrants to the extent that doing so would result in the holder of the Warrants (together with the holder's affiliates and any other persons acting as a group together with the holder or any of the holder's affiliates) beneficially owning more than 9.99 percent of the shares of Common Stock then outstanding immediately after giving effect to such exercise (the Beneficial Ownership Limitation). As of the date of this filing, the Reporting Persons (as defined in Item 2(a) below) hold less than the Beneficial Ownership Limitation in the aggregate. Based on 41,772,554 shares of Common Stock, as follows: (a) 41,032,453 shares of Common Stock outstanding as of June 12, 2026, as reported by the Issuer (as defined in Item 1(a) below) in its annual report filed with the Securities and Exchange Commission (the Commission) on June 15, 2026 (the Form 10-K), plus (b) an aggregate of 740,101 shares of Common Stock issuable upon exercise of the Warrants held of record by TCG Crossover I.

SCHEDULE 13G

CUSIP No.

1 Names of Reporting Persons

TCG Crossover Fund I, L.P.

Check the appropriate box if a member of a Group (see instructions)

2 ☐ (a)
☒ (b)

3 Sec Use Only

Citizenship or Place of Organization

4 DELAWARE

Number of Shares 5 Sole Voting Power

Beneficially	0.00
Owned by	Shared Voting Power
Each	6
Reporting	740,101.00
Person	Sole Dispositive Power
With:	7
	0.00
	Shared Dispositive
	8 Power
	740,101.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	740,101.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	☐
11	Percent of class represented by amount in row (9)
	1.8 %
12	Type of Reporting Person (See Instructions)
	PN

Comment for Type of Reporting Person: These securities are held of record by TCG Crossover I. TCG Crossover GP I is the general partner of TCG Crossover I and may be deemed to have voting, investment, and dispositive power with respect to these securities. Chen Yu is the sole managing member of TCG Crossover GP I and may be deemed to share voting, investment and dispositive power with respect to these securities. Consists of (i) 334,573 shares of Common Stock issuable upon exercise of Tranche I Warrants and (ii) 405,428 shares of Common Stock issuable upon exercise of Tranche II Warrants. The Warrants contain a provision which prohibits the exercise of the Warrants due to the Beneficial Ownership Limitation. As of the date of this filing, the Reporting Persons hold less than the Beneficial Ownership Limitation in the aggregate. Based on 41,772,554 shares of Common Stock, as follows: (a) 41,032,453 shares of Common Stock outstanding as of June 12, 2026, as reported by the Issuer in the Form 10-K, plus (b) an aggregate of 740,101 shares of Common Stock issuable upon exercise of the Warrants held of record by TCG Crossover I.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons
	TCG Crossover GP II, LLC
	Check the appropriate box if a member of a Group (see instructions)
2	☐ (a)
	☒ (b)
3	Sec Use Only
4	Citizenship or Place of Organization
	DELAWARE
Number of	Sole Voting Power
Shares	5
Beneficially	0.00
Owned by	Shared Voting Power
Each	6
Reporting	2,220,303.00
Person	Sole Dispositive Power
With:	7
	0.00
	8 Shared Dispositive

	Power
	2,220,303.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	2,220,303.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	☐
11	Percent of class represented by amount in row (9)
	5.1 %
12	Type of Reporting Person (See Instructions)
	OO

Comment for Type of Reporting Person: These securities are held of record by TCG Crossover II (as defined in Item 2(a) below). TCG Crossover GP II (as defined in Item 2(a) below) is the general partner of TCG Crossover II and may be deemed to have voting, investment, and dispositive power with respect to these securities. Chen Yu is the sole managing member of TCG Crossover GP II and may be deemed to share voting, investment and dispositive power with respect to these securities. Consists of (i) 1,003,718 shares of Common Stock issuable upon exercise of Tranche I Warrants and (ii) 1,216,585 shares of Common Stock issuable upon exercise of Tranche II Warrants. The Warrants contain a provision which prohibits the exercise of the Warrants due to the Beneficial Ownership Limitation. As of the date of this filing, the Reporting Persons hold less than the Beneficial Ownership Limitation in the aggregate. Based on 43,252,756 shares of Common Stock, as follows: (a) 41,032,453 shares of Common Stock outstanding as of June 12, 2026, as reported by the Issuer in the Form 10-K, plus (b) an aggregate of 2,220,303 shares of Common Stock issuable upon exercise of the Warrants held of record by TCG Crossover II.

SCHEDULE 13G

CUSIP No.

	Names of Reporting Persons
1	TCG Crossover Fund II, L.P.
	Check the appropriate box if a member of a Group (see instructions)
2	☐ (a)
	☒ (b)
3	Sec Use Only
	Citizenship or Place of Organization
4	DELAWARE
	Sole Voting Power
5	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	2,220,303.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive Power
8	2,220,303.00
	Aggregate Amount Beneficially Owned by Each Reporting Person
9	2,220,303.00
	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
10	☐

	Percent of class represented by amount in row (9)
11	5.1 %
	Type of Reporting Person (See Instructions)
12	PN

Comment for Type of Reporting Person: These securities are held of record by TCG Crossover II. TCG Crossover GP II is the general partner of TCG Crossover II and may be deemed to have voting, investment, and dispositive power with respect to these securities. Chen Yu is the sole managing member of TCG Crossover GP II and may be deemed to share voting, investment and dispositive power with respect to these securities. Consists of (i) 1,003,718 shares of Common Stock issuable upon exercise of Tranche I Warrants and (ii) 1,216,585 shares of Common Stock issuable upon exercise of Tranche II Warrants. The Warrants contain a provision which prohibits the exercise of the Warrants due to the Beneficial Ownership Limitation. As of the date of this filing, the Reporting Persons hold less than the Beneficial Ownership Limitation in the aggregate. Based on 43,252,756 shares of Common Stock, as follows: (a) 41,032,453 shares of Common Stock outstanding as of June 12, 2026, as reported by the Issuer in the Form 10-K, plus (b) an aggregate of 2,220,303 shares of Common Stock issuable upon exercise of the Warrants held of record by TCG Crossover II.

SCHEDULE 13G

CUSIP No.

	Names of Reporting Persons
1	Chen Yu
	Check the appropriate box if a member of a Group (see instructions)
2	☐ (a)
	☒ (b)
3	Sec Use Only
	Citizenship or Place of Organization
4	UNITED STATES
	Sole Voting Power
5	0.00
	Shared Voting Power
6	2,960,404.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive
8	Power
	2,960,404.00
	Aggregate Amount Beneficially Owned by Each Reporting Person
9	2,960,404.00
	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
10	☐
	Percent of class represented by amount in row (9)
11	6.7 %
	Type of Reporting Person (See Instructions)
12	IN

Comment for Type of Reporting Person: These securities are held of record by TCG Crossover I and TCG Crossover II. TCG Crossover GP I is the general partner of TCG Crossover I and may be deemed to have voting, investment, and dispositive power with respect to the securities held of record by TCG Crossover I. TCG Crossover GP II is the general partner of TCG Crossover II and may be deemed to have voting, investment, and dispositive power with respect to the securities held of record by TCG Crossover II. Chen Yu is the sole managing member of each of TCG Crossover GP I and TCG Crossover GP II and may be deemed to share voting, investment and dispositive power with respect to the securities held of record by TCG Crossover I and TCG Crossover II. Consists of (i) 334,573 shares of Common Stock issuable upon exercise of Tranche I Warrants held of record by TCG Crossover I, (ii) 405,528 shares of Common Stock issuable upon exercise of Tranche II Warrants held of record by TCG Crossover I, (iii) 1,003,718 shares of Common Stock issuable upon exercise of Tranche I Warrants held of record by TCG Crossover II, and (vi) 1,216,585 shares of Common Stock issuable upon exercise of certain Tranche II Warrants held of record by TCG Crossover II. The Warrants contain a provision which prohibits the exercise of the Warrants due to the Beneficial Ownership Limitation. As of the date of this filing, the Reporting Persons hold less than the Beneficial Ownership Limitation in the aggregate. Based on 43,992,857 shares of Common Stock, as follows: (a) 41,032,453 shares of Common Stock outstanding as of June 12, 2026, as reported by the Issuer in the Form 10-K, plus (b) an aggregate of 2,960,404 shares of Common Stock issuable upon exercise of the Warrants held of record by TCG Crossover I and TCG Crossover II.

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

Vistagen Therapeutics, Inc.

Address of issuer's principal executive offices:

(b)

343 Allerton Avenue, South San Francisco, CA 94080

Item 2.

Name of person filing:

(a)

This Amendment No. 2 (Amendment No. 2) amends and supplements the Schedule 13G initially filed with the Commission on October 16, 2023, as amended by Amendment No. 1 filed with the Commission on May 15, 2026 (the Original Schedule 13G) and is being filed by TCG Crossover Fund I, L.P. (TCG Crossover I), TCG Crossover GP I, LLC (TCG Crossover GP I), TCG Crossover Fund II, L.P. (TCG Crossover II) and TCG Crossover GP II, LLC (TCG Crossover GP II and together with TCG Crossover I, TCG Crossover GP I and TCG Crossover II, the Reporting Entities) and Chen Yu (the Reporting Individual). The Reporting Entities and the Reporting Individual are collectively referred to as the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G. The agreement among the Reporting Persons to file jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act is attached as Exhibit 1 to the Original Schedule 13G. Other than those securities reported herein as being held directly by such Reporting Person, each Reporting Person disclaims beneficial ownership of all securities reported in this Amendment No. 2 except to the extent of such Reporting Person's pecuniary interest therein.

Address or principal business office or, if none, residence:

(b)

The address of the principal business office of each Reporting Person is 245 Lytton Ave., Suite 350, Palo Alto, CA 94301.

Citizenship:

(c)

TCG Crossover GP I and TCG Crossover GP II are each a limited liability company organized under the laws of the State of Delaware. TCG Crossover I and TCG Crossover II are each a limited partnership organized under the laws of the State of Delaware. The Reporting Individual is a citizen of the United States of America.

Title of class of securities:

(d)

Common Stock, par value \$0.001 per share

(e)

CUSIP No.:

Item 3.

If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)

☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)

☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d)

☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e)

☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f)

☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (j) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) See Row 9 of the cover page for each Reporting Person and the corresponding comments. Each of the Reporting Persons disclaims beneficial ownership as to such securities, except to the extent of his or its pecuniary interest therein.

Percent of class:

- (b) See Row 11 of the cover page for each Reporting Person and the corresponding comments. Each of the Reporting Persons disclaims beneficial ownership as to such securities, except to the extent of his or its pecuniary interest therein. %

- (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of the cover page for each Reporting Person and the corresponding comments. Each of the Reporting Persons disclaims beneficial ownership as to such securities, except to the extent of his or its pecuniary interest therein.

(ii) Shared power to vote or to direct the vote:

See Row 6 of the cover page for each Reporting Person and the corresponding comments. Each of the Reporting Persons disclaims beneficial ownership as to such securities, except to the extent of his or its pecuniary interest therein.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of the cover page for each Reporting Person and the corresponding comments. Each of the Reporting Persons disclaims beneficial ownership as to such securities, except to the extent of his or its pecuniary interest therein.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of the cover page for each Reporting Person and the corresponding comments. Each of the Reporting Persons disclaims beneficial ownership as to such securities, except to the extent of his or its pecuniary interest therein.

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Under certain circumstances set forth in the limited partnership agreements of TCG Crossover I and TCG Crossover II and the limited liability company agreements of TCG Crossover GP I and TCG Crossover GP II, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of securities of the Issuer owned by each such entity of which they are a partner or member, as the case may be.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

TCG Crossover GP I, LLC

Signature: /s/ Craig Skaling

Name/Title: Craig Skaling, Authorized Signatory

Date: 08/14/2026

TCG Crossover Fund I, L.P.

Signature: /s/ Craig Skaling

Name/Title: Craig Skaling, Authorized Signatory

Date: 08/14/2026

TCG Crossover GP II, LLC

Signature: /s/ Craig Skaling

Name/Title: Craig Skaling, Authorized Signatory

Date: 08/14/2026

TCG Crossover Fund II, L.P.

Signature: /s/ Craig Skaling

Name/Title: Craig Skaling, Authorized Signatory

Date: 08/14/2026

Chen Yu

Signature: /s/ Craig Skaling

Name/Title: Craig Skaling, as Attorney-in-Fact for Chen Yu

Date: 08/14/2026