

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 21, 2023

Vistagen Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

NEVADA

(State or other jurisdiction of
incorporation)

000-54014

(Commission File Number)

20-5093315

(IRS Employer
Identification Number)

343 Allerton Ave.

South San Francisco, California 94080

(Address of principal executive offices)

(650) 577-3600

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	VTGN	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2)

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 21, 2023, Vistagen Therapeutics, Inc. (the “Company”) announced the appointment of Ms. Cynthia Anderson, C.P.A., as the Company’s Chief Financial Officer. Ms. Anderson replaces Mr. Jerrold Dotson upon his retirement, effective August 21, 2023, as previously reported. A copy of the press release announcing Ms. Anderson’s appointment is attached to this Current Report on Form 8-K as Exhibit 99.1.

Ms. Anderson, age 54, has over 15 years of senior leadership experience in the biopharmaceutical industry. Prior to joining the Company, Ms. Anderson served as Chief Accounting Officer for Alnylam Pharmaceuticals, Inc. (NASDAQ: ALNY), a position she held from 2019 to 2023. From 2011 to 2019, Ms. Anderson served in senior financial reporting roles at Alexion Pharmaceuticals, Inc. Ms. Anderson also previously served as an Audit Senior Manager at Ernst & Young LLP and in various audit roles at PricewaterhouseCoopers LLP. Ms. Anderson holds a B.S. in Business Administration from the University of Connecticut, and a Master of Science in Accounting from the University of Texas at Dallas. She is a certified public accountant (C.P.A.), having earned that status in Texas.

There are no arrangements or understandings between Ms. Anderson and any other person pursuant to which she was appointed as the Company’s Chief Financial Officer, and Ms. Anderson is not a participant in any related party transaction required to be reported pursuant to Item 404(a) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits Index

Exhibit No.	Description
99.1	Press Release issued by Vistagen Therapeutics, Inc., dated August 22, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Vistagen Therapeutics, Inc.

Date: August 22, 2023

By: /s/ Shawn K. Singh

Shawn K. Singh

Chief Executive Officer



Vistagen Appoints Cindy Anderson as Chief Financial Officer

Anderson succeeds Jerrold Dotson who is retiring after a distinguished decade-long career with Vistagen

SOUTH SAN FRANCISCO, Calif. – August 22, 2023 – Vistagen (NASDAQ: VTGN) a late clinical-stage biopharmaceutical company aiming to transform the treatment landscape for individuals living with anxiety, depression and other central nervous system (CNS) disorders, today announced the appointment of Cindy Anderson as Chief Financial Officer (CFO), effective August 21, 2023. Ms. Anderson will succeed Jerrold Dotson, whose planned retirement was announced in July of this year.

“We are delighted to welcome Ms. Anderson, an experienced and highly accomplished finance professional, to our team,” said Shawn Singh, Chief Executive Officer of Vistagen. “As CFO, Ms. Anderson will leverage deep experience in corporate strategic and financial operations while managing finance and growth objectives as we work to bring novel CNS treatments to patients. On behalf of Vistagen, I’d like to express our sincere gratitude to Mr. Dotson for his dedicated service and invaluable contributions to the company during his remarkable tenure. As he embarks on his retirement, we extend our best wishes for success and fulfillment in the future. At the same time, we remain steadfast in our work to advance our mission and enthusiastically welcome Ms. Anderson to our accomplished team.”

Ms. Anderson brings almost two decades of financial and operating strength from her experiences in the biotechnology sector. She joins Vistagen from Alnylam Pharmaceuticals where she served as the Chief Accounting Officer, focused on strategic and financial operations. Prior to Alnylam, she served in various roles of increasing responsibility at Alexion Pharmaceuticals and at Ernst & Young. Ms. Anderson began her career at PricewaterhouseCoopers and is a certified public accountant. Ms. Anderson holds a B.S. in Business Administration from the University of Connecticut and a M.S. in Accounting from the University of Texas at Dallas. She earned her CPA in Texas.

About Vistagen

Vistagen (Nasdaq: VTGN) is a late clinical-stage biopharmaceutical company aiming to transform the treatment landscape for individuals living with anxiety, depression and other CNS disorders. Vistagen is advancing therapeutics with the potential to be faster-acting, and with fewer side effects and safety concerns, than those currently available for the treatment of anxiety, depression and multiple CNS disorders. Vistagen's pipeline includes six clinical-stage product candidates, including fasedienol (PH94B), itrvone (PH10), PH15, PH80, and PH284, each an investigational agent belonging to a new class of drugs known as pherines, as well as AV-101, which is an oral prodrug of an antagonist of the N-methyl-D-aspartate receptor (NMDAR). Pherines are neuroactive nasal sprays designed with an innovative proposed mechanism of action that activates chemosensory neurons in the nasal cavity and can beneficially impact key neural circuits in the brain without systemic absorption or direct activity on neurons in the brain. Vistagen is passionate about transforming mental health care and redefining what is possible in the treatment of anxiety, depression and several other CNS disorders. Connect at www.Vistagen.com.

**Forward-Looking Statements**

This press release contains certain forward-looking statements within the meaning of the federal securities laws. These forward-looking statements involve known and unknown risks that are difficult to predict and include all matters that are not historical facts. In some cases, you can identify forward-looking statements by the use of words such as “may,” “could,” “expect,” “project,” “outlook,” “strategy,” “intend,” “plan,” “seek,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “strive,” “goal,” “continue,” “likely,” “will,” “would” and variations of these terms and similar expressions, or the negative of these terms or similar expressions. Such forward-looking statements are necessarily based upon estimates and assumptions that, while considered reasonable by Vistagen and its management, are inherently uncertain. These risks and uncertainties are fully discussed in the section entitled “Risk Factors” in our most recent Annual Report on Form 10-K for the year ended March 31, 2023, and in our most recent Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, as well as discussions of potential risks, uncertainties, and other important factors in our other filings with the U.S. Securities and Exchange Commission (SEC). Our SEC filings are available on the SEC’s website at www.sec.gov. In addition, any forward-looking statements represent our views only as of the issuance of this release and should not be relied upon as representing our views as of any subsequent date. We explicitly disclaim any obligation to update any forward-looking statements.

Investors

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