

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K/A
(Amendment 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): October 10, 2012

Commission File Number: 000-54014

VistaGen Therapeutics, Inc.

(Exact name of small business issuer as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

20-5093315

(IRS Employer Identification No.)

384 Oyster Point Blvd, No. 8, South San Francisco, California 94080

(Address of principal executive offices)

650-244-9990

(Registrant's Telephone number)

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 (see General Instruction A.2. below):

☐ 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))

Explanatory Note

This Amendment No. 1 on Form 8-K/A is being filed by VistaGen Therapeutics, Inc. (the “Company”) to amend certain language contained in Item 2.03 under the caption "University Health Network" disclosed in the Form 8-K originally filed by the Company with the Securities and Exchange Commission on October 16, 2012 (the "Original Filing"). The Original Filing contained incorrect references to "CRL" instead of "UHN" in disclosure regarding a promissory note and warrant issued to University Health Network ("UHN").

Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

University Health Network

On October 10, 2012, the Company issued to University Health Network (“UHN”) (i) an unsecured promissory note in the principal amount of \$549,500, which promissory note accrues interest at the rate of 7.5% per annum, as payment in full for all sponsored stem cell research and development activities by UHN and Gordon Keller, Ph.D. under the Company’s long-standing Sponsored Research Collaboration Agreement with UHN and Dr. Keller (the “SRA”) through September 30, 2012 (the “UHN Note”), and (ii) a warrant to purchase, at a price of \$1.00 per share, 549,500 restricted shares of the Company’s common stock, the amount equal to the sum of the principal amount of the UHN Note, plus all accrued interest thereon, divided by \$1.00 per share (the “UHN Warrant”). The UHN Note is due and payable on March 31, 2016 and shall be payable solely by UHN’s surrender from time to time of all or a portion of the principal and interest balance due on the UHN Note in connection with its concurrent exercise of the UHN Warrant, provided, however, that UHN shall have the option to require payment of the UHN Note in cash upon the occurrence of a change in control of VistaGen or an event of default, and only in such circumstances.

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 hereunto duly authorized.

VistaGen Therapeutics, Inc.

Date: *October 16, 2012*

By: /s/ Shawn K. Singh
Name: Shawn K. Singh
Title: Chief Executive Officer