

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>GIN JERRY B</u> (Last) (First) (Middle) <u>C/O VISTAGEN THERAPEUTICS, INC.</u> <u>343 ALLERTON AVENUE</u> (Street) <u>SOUTH SAN FRANCISCO</u> <u>CA</u> <u>94080</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VistaGen Therapeutics, Inc. [VTGN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/20/2017</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$1.56	09/19/2017		A		50,000		(1)	09/19/2027	Common Stock	50,000	\$0	50,000	D	
Warrant	\$4	09/15/2017		D			25,000	12/01/2017	04/30/2021	Common Stock	25,000	\$0 ⁽²⁾	0	I	By Jermax, LLC
Warrant	\$4	09/15/2017		D			25,000	12/01/2017	04/30/2021	Common Stock	25,000	\$0 ⁽²⁾	0	I	By Spouse
Warrant	\$2	09/15/2017		A		25,000		12/01/2017	04/30/2021	Common Stock	25,000	\$0 ⁽²⁾	25,000	I	By Jermax, LLC
Warrant	\$2	09/15/2017		A		25,000		12/01/2017	04/30/2021	Common Stock	25,000	\$0 ⁽²⁾	25,000	I	By Spouse
Warrant	\$2	09/15/2017		A		25,000		05/19/2018	04/30/2021	Common Stock	25,000	\$0 ⁽²⁾	25,000	I	By Jermax, LLC
Warrants	\$2	09/15/2017		A		25,000		05/19/2018	04/30/2021	Common Stock	25,000	\$0 ⁽²⁾	25,000	I	By Spouse

Explanation of Responses:

1. 1/3rd of the total number of shares shall be immediately vested upon the Vesting Start Date, 9/19/2017, and 1/24th of the remaining number of shares shall vest monthly thereafter until all awarded shares are fully vested two (2) years from the Vesting Start Date.

2. This Amendment to the Form 4 originally filed by the Reporting Person on September 20, 2017 (the "Original Filing") is being filed to report (i) the reduction of the exercise price of warrants purchased by Jermax, LLC, an entity controlled by the Reporting Person ("Jermax"), and the Reporting Person's spouse from the Issuer on May 31, 2017 in a private placement transaction (the "Initial Warrants") and (ii) the issuance of additional warrants to Jermax and the Reporting Person's spouse (the "Additional Warrants"). The Issuer's Board of Directors approved the reduction of the exercise price from \$4.00 per share to \$2.00 per share for the Initial Warrants and all other warrants issued in the same private placement (the "Spring 2017 Private Placement"), and the issuance of the Additional Warrants and warrants similar to the Additional Warrants for all other participants in the Spring 2017 Private Placement.

/s/ Jerrold D. Dotson, Attorney-in-Fact 10/06/2017

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.