## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

					or Sec	ction 30(h	n) of the	Investment	Con	npany Act of	1940								
Name and Address of Reporting Person*     SAXE JON S						2. Issuer Name <b>and</b> Ticker or Trading Symbol VistaGen Therapeutics, Inc. [ VSTA ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner					
(Last) (First) (Middle) C/O VISTAGEN THERAPEUTICS, INC. 343 ALLERTON AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 11/11/2015								Officer (give title Other (specify below) below)						
(Street) SOUTH SAN FRANCISCO CA 94080					4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person						
(City) (State) (Zip)																			
		Ta	able I - Nor	1-Deriva	tive S	ecuriti	es Ac	quired, C	isį	osed of,	or Bene	ficiall	y Owned						
Date				2. Transac Date (Month/Da		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction D		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			5. Amount Securities Beneficial Owned Fo Reported	ly	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									<u></u>	Amount	(A) or (D) Price		Transaction(s) (Instr. 3 and 4)						
			Table II -							sed of, o onvertible			Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/Y	Code (Instr.		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)		Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	v	(A)	(D)	Date Exercisabl	e	Expiration Date	Title	Amoun or Numbe of Shares		Transacti (Instr. 4)	on(s)				
Warrant for Common Stock	\$10	11/11/2015		D <sup>(1)</sup>			2,500	02/13/2012	(1)	02/13/2016	Common Stock	2,500	\$0 <sup>(1)</sup>	0		I	By Trust <sup>(2)</sup>		
Warrant for Common Stock	\$7	11/11/2015		A <sup>(1)</sup>		2,500		02/13/2012	(1)	03/19/2019	Common Stock	2,500	\$0 <sup>(1)</sup>	2,500		I	By Trust <sup>(2)</sup>		
Warrant for Common Stock	\$12.8	11/11/2015		D <sup>(3)</sup>			7,500	04/01/2015	(3)	03/03/2023	Common Stock	7,500	\$0 <sup>(3)</sup>	0		I	By Trust <sup>(2)</sup>		
Warrant for Common Stock	<b>\$</b> 7	11/11/2015		A <sup>(3)</sup>		7,500		04/01/2015	(3)	03/03/2023	Common Stock	7,500	\$0 <sup>(3)</sup>	7,500		I	By Trust <sup>(2)</sup>		
Warrant for Common Stock	\$10	11/11/2015		D <sup>(4)</sup>			3,250	(4)(5)		03/19/2019	Common Stock	3,250	\$0 <sup>(4)</sup>	0		I	By Trust <sup>(2)</sup>		
Warrant for Common Stock	\$7	11/11/2015		A <sup>(4)</sup>		3,250		(4)(5)		03/19/2019	Common Stock	3,250	\$0 <sup>(4)</sup>	3,250		I	By Trust <sup>(2)</sup>		
Warrant for Common Stock	\$10	11/11/2015		D <sup>(6)</sup>			20,000	01/11/2015	(6)	01/11/2020	Common Stock	20,000	\$0 <sup>(6)</sup>	0		I	By Trust <sup>(2)</sup>		
Warrant for Common Stock	\$7	11/11/2015		A <sup>(6)</sup>		20,000		01/11/2015	(6)	01/11/2020	Common Stock	20,000	\$0 <sup>(6)</sup>	20,000		I	By Trust <sup>(2)</sup>		
Warrant for Common Stock	\$9.25	11/11/2015		D <sup>(7)</sup>			50,000	09/02/2015	(7)	09/02/2020	Common Stock	50,000	\$0 <sup>(7)</sup>	0		I	By Trust <sup>(2)</sup>		
Warrant for Common Stock	\$7	11/11/2015		A <sup>(7)</sup>		50,000		09/02/2015	(7)	09/02/2020	Common Stock	50,000	\$0 <sup>(7)</sup>	50,00	00	I	By Trust <sup>(2)</sup>		

## **Explanation of Responses:**

- 1. The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant and the grant of a replacement warrant. The warrant was originally granted on February 13, 2012.
- 2. Held by The Jon S. Saxe and Myrna G. Marshall 1997 Trust. The warrant was assigned to Reporting Person's Trust effective 9/15/2015.

- 3. The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant and the grant of a replacement warrant. The warrant was originally granted on March 3, 2013.
- 4. The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant and the grant of a replacement warrant. The warrant was originally granted on March 19, 2014.
- 5. Subject to the Reporting Person's continuous service, and as incentive to continue service as an independent Director and build shareholder value, the Warrant will vest according to the following schedule: 50% of the total number of shares on April 1, 2014 (the "Vesting Start Date"); 25% of the total number of shares on the one year anniversary of the Vesting Start Date; and 25% of the total number of shares on the two year anniversary of the Vesting Start Date; provided, however, that the Warrant shall vest in full upon a change in control of the Company, or upon the consummation by the Company and a third-party of a license or sale transaction involving at least one (1) new drug rescue variant developed by the Company.
- 6. The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant and the grant of a replacement warrant. The warrant was originally granted on January 11, 2015.
- 7. The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant and the grant of a replacement warrant. The warrant was originally granted on September 2, 2015.

/s/ Jerrold D. Dotson, Attorneyin-Fact

\*\* 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.