
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

VistaGen Therapeutics, Inc.

(Name of Issuer)

Common Stock, \$0.0001 Par Value Per Share

(Title of Class of Securities)

92840H202

(CUSIP Number)

December 31, 2020

(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)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSONS OrbiMed Capital LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 9,778,800 (1)	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 9,778,800 (1)	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,778,800 (1)		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.90%		
12	TYPE OF REPORTING PERSON OO		

- (1) This total consists of: (i) 5,625,000 shares of the common stock (the "Common Stock") of VistaGen Therapeutics, Inc. (the "Issuer") and (ii) 4,153,800 shares of Common Stock that may be acquired upon conversion of shares of convertible voting preferred stock of the Issuer.

1	NAME OF REPORTING PERSONS OrbiMed Advisors LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 3,258,243 (1)	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 3,258,243 (1)	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,258,243 (1)		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.34%		
12	TYPE OF REPORTING PERSON IA		

(1) This total consists of: (i) 1,875,000 shares of the Common Stock of the Issuer and (ii) 1,383,243 shares of Common Stock that may be acquired upon conversion of shares of convertible voting preferred stock of the Issuer.

Item 1. (a) Name of Issuer:

VistaGen Therapeutics, Inc.

(b) Address of Issuer's Principal Executive Offices:

343 Allerton Ave.

South San Francisco, CA 94080

Item 2. (a) Name of Person Filing:

OrbiMed Capital LLC

OrbiMed Advisors LLC

(b) Address of Principal Business Office:

601 Lexington Avenue, 54th Floor

New York, NY 10022

(c) Citizenship:

Please refer to Item 4 on each cover page for each Reporting Person.

(d) Title of Class of Securities:

Common Stock, Par Value \$0.0001 Per Share

(e) CUSIP No.:

92840H202

Item 3.

OrbiMed Advisors LLC (“Advisors”) and OrbiMed Capital LLC (“Capital”) are investment advisors in accordance with ss.240.13d-1(b)(1)(ii) (E).

Item 4. Ownership:

Information with respect to the Reporting Person's ownership as of December 31, 2020 is incorporated by reference to items (5) - (9) and (11) of the cover page for the Reporting Person.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

The reporting persons are holding 9.24% of the shares in the aggregate on behalf of other persons who have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, such securities. No one such other person's interest in the securities whose ownership is reported here relates to more than five percent of the class. Advisors exercises investment and voting power over the shares through a management committee comprised of Carl L. Gordon, Sven H. Borho and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the Common Stock reported herein.

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. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and 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.

SIGNATURES

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.

Dated: February 12, 2021

OrbiMed Advisors LLC

By:/s/ Jonathan T. Silverstein

Name: Jonathan T. Silverstein

Title: Member

By:/s/ Sven H. Borho

Name: Sven H. Borho

Title: Member

By:/s/ Carl L. Gordon

Name: Carl L. Gordon

Title: Member

OrbiMed Capital LLC

By:/s/ Jonathan T. Silverstein

Name: Jonathan T. Silverstein

Title: Member

By:/s/ Sven H. Borho

Name: Sven H. Borho

Title: Member

By:/s/ Carl L. Gordon

Name: Carl L. Gordon

Title: Member

**EXHIBIT A
JOINT FILING AGREEMENT**

The undersigned hereby agree that the Statement on this Schedule 13G dated February 12, 2021 (the "Schedule 13G"), with respect to the Common Stock, par value \$0.0001 per share, of VistaGen Therapeutics, Inc. is filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an Exhibit to this Schedule 13G. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of February 12, 2021.

OrbiMed Advisors LLC

By: /s/ Jonathan T. Silverstein

Name: Jonathan T. Silverstein

Title: Member

By: /s/ Sven H. Borho

Name: Sven H. Borho

Title: Member

By: /s/ Carl L. Gordon

Name: Carl L. Gordon

Title: Member

OrbiMed Capital LLC

By: /s/ Jonathan T. Silverstein

Name: Jonathan T. Silverstein

Title: Member

By: /s/ Sven H. Borho

Name: Sven H. Borho

Title: Member

By: /s/ Carl L. Gordon

Name: Carl L. Gordon

Title: Member