

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

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

1. Name and Address of Reporting Person* <u>Venrock Healthcare Capital Partners II, L.P.</u> <hr/> (Last) (First) (Middle) C/O VENROCK 3340 HILLVIEW AVENUE <hr/> (Street) PALO ALTO CA 94304 <hr/> (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/12/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Common Stock	07/12/2022		S		60,000 <sup>(1)</sup>	D	\$0.89 <sup>(2)</sup>	20,637,286 <sup>(3)</sup>	I	By Funds <sup>(4)</sup>

**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					

1. Name and Address of Reporting Person\*  
Venrock Healthcare Capital Partners II, L.P.  


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 (Last) (First) (Middle)  
 C/O VENROCK  
 3340 HILLVIEW AVENUE  


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 (Street)  
 PALO ALTO CA 94304  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
VHCP Co-Investment Holdings II, LLC  


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 C/O VENROCK  
 3340 HILLVIEW AVENUE  


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 (Street)  
 PALO ALTO CA 94304  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
VHCP Management II, LLC  


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 (Last) (First) (Middle)

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(Street)  
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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Venrock Healthcare Capital Partners III, L.P.](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

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[Venrock Healthcare Capital Partners EG, L.P.](#)

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[Koh Bong Y](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*

Shah Nimish P

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(City) (State) (Zip)

**Explanation of Responses:**

1. Consists of 14,348 shares sold by Venrock Healthcare Capital Partners II, L.P. ("VHCP II"), 5,814 shares sold by VHCP Co-Investment Holdings II, LLC ("VHCP II Co"), 4,688 shares sold by Venrock Healthcare Capital Partners III, L.P. ("VHCP III"), 469 shares sold by VHCP Co-Investment Holdings III, LLC ("VHCP III Co") and 34,681 shares sold by Venrock Healthcare Capital Partners EG, L.P. ("VHCP EG").

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.86 to \$0.91, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

3. Consists of 4,935,020 shares held by VHCP II, 1,999,971 shares held by VHCP II Co, 1,612,582 shares held by VHCP III, 161,351 shares held by VHCP III Co and 11,928,362 shares held by VHCP EG.

4. VHCP Management II, LLC ("VHCPM II") is the sole general partner of VHCP II and the sole manager of VHCP II Co. VHCP Management III, LLC ("VHCPM III") is the sole general partner of VHCP III and the sole manager of VHCP III Co. VHCP Management EG, LLC ("VHCPM EG") is the sole general partner of VHCP EG. Dr. Bong Koh and Nimish Shah are the voting members of VHCPM II, VHCPM III and VHCPM EG. Dr. Koh, Mr. Shah, VHCPM II, VHCPM III and VHCPM EG disclaim beneficial ownership over all shares held by VHCP II, VHCP II Co, VHCP III, VHCP III Co and VHCP EG, except to the extent of their respective indirect pecuniary interests therein.

**Remarks:**

<u>/s/ David L. Stepp, Authorized Signatory</u>	<u>07/14/2022</u>
<u>David L. Stepp, Authorized Signatory</u>	<u>07/14/2022</u>
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<u>David L. Stepp, Attorney-in-fact</u>	<u>07/14/2022</u>
<u>David L. Stepp, Attorney-in-fact</u>	<u>07/14/2022</u>

\*\* 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.**