FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB	APPROVAL
CIVID	AI I I I V V A L

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Section 30(h) of the Investment Company Act of 1940

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1		

1. Name and Address of Reporting Person* Singh Shawn					2. Issuer Name and Ticker or Trading Symbol VistaGen Therapeutics, Inc. [VTGN]							(Check	V Officer (give title Other (specify					
	,	First) HERAPEUTICS VENUE	(Middle) , INC.		3. Date of Earliest Transaction (Month/Day/Year) 08/29/2018							_ ^	CHIEF EXECUTIVE OFFICER					
(Street) SOUTH SAN FRANCISCO CA 94080					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)															
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction 3. 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature																		
1. Title of \$	Security (Ins	tr. 3)		2. Transaction Date (Month/Day/Yo		Execur) if any	eemed ition Date, h/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3,			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	(D)		Price						
			Table II - I (sed of, or onvertible			ned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	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)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	ve es ially	Ownershi Form: Direct (D) or Indirect	Beneficial Ownership		
	Security			Code	v	(A)	(D)	Date Exerci	isable	Expiration Date	Title	Amount or Number of Shares		Followir Reporte Transac (Instr. 4)	d tion(s)	(I) (Instr. 4		
Stock Option (Right to Buy)	\$10	08/29/2018		D			3,000 ⁽¹⁾	03/24	/2013	03/24/2019	Common Stock	3,000	\$0	0		D		
Stock Option (Right to Buy)	\$1.5	08/29/2018		A		3,000		08/29	/2018	03/24/2019	Common Stock	3,000	\$0	3,0	00	D		
Stock Option (Right to Buy)	\$10	08/29/2018		D			1,125 ⁽²⁾	12/17	/2009	06/17/2019	Common Stock	1,125	\$0	0		D		
Stock Option (Right to Buy)	\$1.5	08/29/2018		A		1,125		08/29	/2018	06/17/2019	Common Stock	1,125	\$0	1,11	25	D		
Stock Option (Right to Buy)	\$10	08/29/2018		D			50,000 ⁽³⁾	11/01	/2011	11/04/2019	Common Stock	50,000	\$0	0		D		
Stock Option (Right to Buy)	\$1.5	08/29/2018		A		50,000		08/29	/2018	11/04/2019	Common Stock	50,000	\$0	50,0	000	D		
Stock Option (Right to Buy)	\$10	08/29/2018		D			21,250 ⁽⁴⁾	12/31	/2011	12/30/2019	Common Stock	21,250	\$0	0		D		
Stock Option (Right to Buy)	\$1.5	08/29/2018		A		21,250		08/29	/2018	12/30/2019	Common Stock	21,250	\$0	21,2	250	D		
Stock Option (Right to Buy)	\$10	08/29/2018		D			5,000 ⁽⁵⁾	04/25	/2015	04/26/2021	Common Stock	5,000	\$0	0		D		
Stock Option (Right to Buy)	\$1.5	08/29/2018		A		5,000		08/29	/2018	04/26/2021	Common Stock	5,000	\$0	5,0	00	D		
Stock Option (Right to Buy)	\$3.49	08/29/2018		D			200,000 ⁽⁶⁾	(7	7)	06/19/2026	Common Stock	200,000	\$0	0		D		
Stock Option (Right to Buy)	\$1.5	08/29/2018		Α		200,000		(7	7)	06/19/2026	Common Stock	200,000	\$0	200,0	000	D		

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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/)	ate	7. Title an of Securit Underlyin Derivative (Instr. 3 ar	ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	10. Ownership Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)
	Security			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)		
Stock Option (Right to Buy)	\$3.8	08/29/2018		D			100,000 ⁽⁸⁾	(9)	11/09/2026	Common Stock	100,000	\$0	0	D	
Stock Option (Right to Buy)	\$1.5	08/29/2018		A		100,000		(9)	11/09/2026	Common Stock	100,000	\$0	100,000	D	
Stock Option (Right to Buy)	\$1.96	08/29/2018		D			175,000 ⁽¹⁰⁾	(11)	04/26/2027	Common Stock	175,000	\$0	0	D	
Stock Option (Right to Buy)	\$1.5	08/29/2018		A		175,000		(11)	04/26/2027	Common Stock	175,000	\$0	175,000	D	

Explanation of Responses:

- 1. The reporting person agreed to cancellation of an option granted to him on 3/24/2009 in exchange for a new option having a lower exercise price.
- 2. The reporting person agreed to cancellation of an option granted to him on 6/17/2009 in exchange for a new option having a lower exercise price.
- 3. The reporting person agreed to cancellation of an option granted to him on 11/4/2009 in exchange for a new option having a lower exercise price.
- 4. The reporting person agreed to cancellation of an option granted to him on 12/30/2009 in exchange for a new option having a lower exercise price.
- $5. \ The \ reporting \ person \ agreed \ to \ cancellation \ of \ an \ option \ granted \ to \ him \ on \ 4/26/2011 \ in \ exchange \ for \ a \ new \ option \ having \ a \ lower \ exercise \ price.$
- 6. The reporting person agreed to cancellation of an option granted to him on 6/19/2016 in exchange for a new option having a lower exercise price.
- 7. The option vests monthly over a period of four years commencing 6/19/2016.
- 8. The reporting person agreed to cancellation of an option granted to him on 11/9/2016 in exchange for a new option having a lower exercise price.
- 9. The option vests monthly over a period of three years commencing 11/9/2016.
- 10. The reporting person agreed to cancellation of an option granted to him on 4/26/2017 in exchange for a new option having a lower exercise price.
- 11. The option vests monthly over a period of three years commencing 4/26/2017.

/s/ Jerrold D. Dotson, Attorneyin-Fact

08/31/2018

I-I act

** Signature of Reporting Person D

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.