

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

AMENDMENT NO. 1  
TO  
FORM S-3

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

**VistaGen Therapeutics, Inc.**  
(Exact Name Of Registrant As Specified In Its Charter)

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**20-5093315**

(I.R.S. Employer  
Identification Number)

**VistaGen Therapeutics, Inc.**  
**343 Allerton Avenue**  
**South San Francisco, California 94080**  
**(650) 577-3600**

(Address, including zip code, and telephone number,  
including area code of Registrant's principal executive offices),

**Shawn K. Singh**  
**Chief Executive Officer**  
**VistaGen Therapeutics, Inc.**  
**343 Allerton Avenue**  
**South San Francisco, California 94080**  
**(650) 577-3600**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

**From time to time after the effective date of this Registration Statement**

(Approximate date of commencement of proposed sale to public)

Copies of all communications, including all communications sent to the agent for service, should be sent to:

Shawn K. Singh  
Chief Executive Officer  
VistaGen Therapeutics, Inc.  
343 Allerton Avenue  
South San Francisco, California 94080  
(650) 577-3600

Daniel W. Rumsey, Esq.  
Jessica R. Sudweeks, Esq.  
Disclosure Law Group,  
a Professional Corporation  
655 West Broadway, Suite 870  
San Diego, California 92101  
Tel: (619) 272-7050  
Fax: (619) 330-2101

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 of the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, please check the following box. [ ]

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, please check the following box. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2

of the Exchange Act.

Large accelerated filer   ☐   
Non-accelerated filer   ☐

Accelerated filer   ☐   
Smaller reporting company ☒   
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided Section 7(a)(2)(B) of the Securities Act. ☐

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## EXPLANATORY NOTE

VistaGen Therapeutics, Inc. (the “*Company*”) is filing this Amendment No. 1 to our Registration Statement on Form S-3 (File No. 333-234025) for the sole purpose of filing Exhibits 5.1 and 23.1 with the Securities and Exchange Commission. This Amendment No. 1 does not modify any provision of the Prospectus that forms a part of the Registration Statement and accordingly such Prospectus has not been included herein.

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## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### ITEM 16. EXHIBITS

1.1*	Form of Underwriting Agreement
1.2*	Form of Placement Agent Agreement
4.1*	Form of any certificate of designation with respect to any preferred stock issued hereunder and the related form of preferred stock certificate
4.2*	Form of any warrant agreement with respect to each particular series of warrants issued hereunder
4.3*	Form of any warrant agency agreement with respect to each particular series of warrants issued hereunder
4.4*	Form of any unit agreement with respect to any unit issued hereunder
<u>5.1</u>	Opinion of Disclosure Law Group, a Professional Corporation
<u>23.1</u>	Consent of Disclosure Law Group, a Professional Corporation (included in Exhibit 5.1)
<u>23.2**</u>	Consent of Independent Registered Public Accounting Firm – OUM & Co., LLP
<u>24**</u>	Power of Attorney (located on signature page of the Registration Statement on Form S-3, filed September 30, 2019)

\* To be filed, if necessary, by incorporation by reference pursuant to a Current Report on Form 8-K in connection with an offering of securities.

\*\* Previously filed as an exhibit to the Company's Registration Statement on Form S-3, filed on September 30, 2019.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, California, on October 3, 2019.

### VistaGen Therapeutics, Inc..

By: /s/ Shawn K. Singh  
Shawn K. Singh, J.D.  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ *</u> <b>Shawn K. Singh, JD</b>	Chief Executive Officer, and Director (Principal Executive Officer)	October 3, 2019
<u>/s/ *</u> <b>Jerrold D. Dotson</b>	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	October 3, 2019
<u>/s/ *</u> <b>H. Ralph Snodgrass, Ph.D</b>	President, Chief Scientific Officer and Director	October 3, 2019
<u>/s/ *</u> <b>Jon S. Saxe</b>	Chairman of the Board of Directors	October 3, 2019
<u>/s/ *</u> <b>Brian J. Underdown, Ph. D</b>	Director	October 3, 2019
<u>/s/ *</u> <b>Jerry B. Gin, Ph.D.</b>	Director	October 3, 2019
<u>/s/ *</u> <b>Ann M. Cunningham</b>	Director	October 3, 2019

\*By: /s/ Shawn K. Singh  
Attorney-in-fact

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DISCLOSURE LAW GROUP  
a Professional Corporation

October 3, 2019

VistaGen Therapeutics, Inc.  
343 Allerton Avenue  
South San Francisco, CA 94080

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We are acting as counsel for VistaGen Therapeutics, Inc., a Nevada corporation (the “Company”), in connection with the filing of a Registration Statement on Form S-3 relating to the registration under the Securities Act of 1933, as amended (the “Act”), of the following securities of the Company: (i) shares (the “Company Shares”) of common stock, par value \$0.001 per share (“Common Stock”), (ii) shares of preferred stock, par value \$0.0001 per share (“Preferred Stock”), in one or more series, (iii) warrants to purchase Common Stock (“Warrants”), and (iv) units consisting of two or more of the Securities (as defined below) (“Units”). The Company Shares, Preferred Stock, Warrants and Units are collectively referred to herein as the “Securities.” The Securities shall include any additional amounts of such securities the offer and sale of which are registered pursuant to a registration statement filed pursuant to Rule 462(b) under the Act in connection with one or more offerings contemplated by such Registration Statement. Such Registration Statement, as amended, and including any registration statement related thereto and filed pursuant to Rule 462(b) under the Act, is herein referred to as the “Registration Statement.”

The Securities may be offered and sold from time to time by the Company as set forth in the Registration Statement, the prospectus contained within the Registration Statement (the “Prospectus”), and supplements to the Prospectus (each, a “Prospectus Supplement”). The Warrants may be issued under one or more warrant agreements (each, a “Warrant Agreement”) by and between the Company and a bank or trust company to be identified therein as warrant agent. The Units may be issued under one or more unit agreements (each, a “Unit Agreement”) between the Company and a third party to be identified therein as unit agent. Each Warrant Agreement and each Unit Agreement are herein collectively called the “Agreements.”

We have reviewed the Registration Statement and such other agreements, documents, records, certificates and other materials, and have reviewed and are familiar with such corporate proceedings and satisfied ourselves as to such other matters, as we have considered relevant or necessary as a basis for this opinion. In such review, we have assumed the accuracy and completeness of all agreements, documents, records, certificates and other materials submitted to us, the conformity with the originals of all such materials submitted to us as copies (whether or not certified and including facsimiles), the authenticity of the originals of such materials and all materials submitted to us as originals, the genuineness of all signatures and the legal capacity of all natural persons.

On the basis of the assumptions and subject to the qualifications and limitations set forth herein, we are of the opinion that:

1. When an issuance of Common Stock has been duly authorized by all necessary corporate action of the Company, upon issuance, delivery and payment therefor in an amount not less than the par value thereof in the manner contemplated by the Registration Statement and/or the Prospectus and related Prospectus Supplement(s) and by such corporate action, such shares of Common Stock will be validly issued, fully paid and nonassessable.
  2. With respect to the Preferred Stock, when (a) the Company’s Board of Directors (the “Board”) has taken all necessary corporate action to approve the issuance and establish the terms of any particular series of Preferred Stock, the offering thereof and related matters, including the filing of a certificate of designations conforming to the Nevada Revised Statutes regarding such series of Preferred Stock with the Nevada Secretary of State and (b) shares of such series of Preferred Stock have been issued and sold by the Company in the manner contemplated by the Registration Statement and in accordance with such Board action, such shares of such series of Preferred Stock (including any shares of such series of Preferred Stock duly issued upon conversion, exchange or exercise of any other Security in accordance with the terms of such other Security or the instrument governing such other Security providing for such conversion, exchange or exercise as approved by the Board) will be duly authorized, legally issued, fully paid and nonassessable.
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3. When a Warrant Agreement has been duly authorized by all necessary corporate action of the Company and duly executed and delivered, and when the specific terms of a particular issuance of Warrants have been duly established in accordance with such Warrant Agreement and authorized by all necessary corporate action of the Company, and the Warrants have been duly executed, authenticated, issued and delivered against payment therefor in accordance with such Warrant Agreement and in the manner contemplated by the Registration Statement and/or the Prospectus and related Prospectus Supplement(s) and by such corporate action (assuming the securities issuable upon exercise of the Warrants have been duly authorized and reserved for issuance by all necessary corporate action), the Warrants will be legally valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.
4. When a Unit Agreement has been duly authorized by all necessary corporate action of the Company and duly executed and delivered, and when the specific terms of a particular issuance of Units have been duly established in accordance with such Unit Agreement and authorized by all necessary corporate action of the Company, and the Units have been duly executed, authenticated, issued and delivered against payment therefor in accordance with such Unit Agreement and in the manner contemplated by the Registration Statement and/or the Prospectus and related Prospectus Supplement(s) and by such corporate action (assuming the constituent securities of the Units have been duly authorized and reserved for issuance by all necessary corporate action), the Units will be legally valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

Our opinions set forth above are subject to and limited by the effect of (a) applicable bankruptcy, insolvency, fraudulent conveyance, fraudulent transfer, receivership, conservatorship, arrangement, moratorium and other laws affecting and relating to the rights of creditors generally, (b) general equitable principles and (c) general principles of equity, including without limitation concepts of materiality, reasonableness, good faith and fair dealing, and the possible unavailability of specific performance or injunctive relief and limitation of rights of acceleration, regardless of whether such enforceability is considered in a proceeding in equity or at law.

In connection with the opinions expressed above, we have assumed that at or prior to the time of the delivery of any of the Securities (a) the Registration Statement, and any amendments thereto (including post-effective amendments), will have been declared effective under the Act and a Prospectus Supplement relating to the offer and sale of such Securities to the Prospectus will have been prepared and filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 424(b) under the Act, (b) the Board shall not have rescinded or otherwise modified the authorization of such Securities, (c) that a definitive purchase, underwriting or similar agreement, including any Agreements, with respect to any Securities offered will have been duly authorized and validly executed and delivered by the Company and the other parties thereto, (d) that any Securities issuable upon conversion, exchange, redemption or exercise of any Securities being offered will be duly authorized, created and, if appropriate, reserved for issuance upon such conversion, exchange, redemption or exercise, and (e) neither the establishment of any terms of such Securities after the date hereof nor the issuance and delivery of, or the performance of the Company’s obligations under, such Securities will require any authorization, consent, approval or license of or exemption from, or registration or filing with, or report or notice to, any governmental unit, agency, commission, department or other authority (a “Governmental Approval”) or violate or conflict with, result in a breach of, or constitute a default under, (i) any agreement or instrument to which the Company or any of its affiliates is a party or by which the Company or any of its affiliates or any of their respective properties may be bound, (ii) any Governmental Approval that may be applicable to the Company or any of its affiliates or any of their respective properties, (iii) any order, decision, judgment or decree that may be applicable to the Company or any of its affiliates or any of their respective properties, or (iv) any applicable law (other than the Nevada Revised Statutes and the law of the State of California in each case as in effect on the date hereof).

The opinions set forth in this letter are limited to the Nevada Revised Statutes and the law of the State of California, in each case as in effect on the date hereof.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption “Legal Matters” in the Registration Statement and in the Prospectus forming a part thereof and any supplement thereto. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Disclosure Law Group

Disclosure Law Group, a Professional Corporation

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