

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>Platinum Long Term Growth VII, LLC</u>	2. Date of Event Requiring Statement (Month/Day/Year) 05/13/2011	3. Issuer Name and Ticker or Trading Symbol <u>VistaGen Therapeutics, Inc. [VSTA.OB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	5. 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
(Last) (First) (Middle) 152 WEST 57TH STREET 4TH FLOOR	(Street) NEW YORK NY 10019	(City) (State) (Zip)	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	2,042,862	D	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock Warrants	05/11/2011	12/31/2013	Common Stock	560,000 ⁽¹⁾	1.5	D	
Common Stock Warrants	05/11/2011	12/31/2013	Common Stock	825,574 ⁽¹⁾	2.5	D	
Common Stock Warrants	05/11/2011	12/31/2013	Common Stock	214,284 ⁽¹⁾	2.5	D	
Convertible Notes	05/11/2011	06/30/2012	Common Stock	3,368,169 ⁽¹⁾⁽²⁾	1.75	D	

Explanation of Responses:

1. The common stock warrants and convertible notes provide a limitation on the exercise or conversion of such warrants and notes, such that the number of shares of common stock that may be acquired by the holder upon exercise of the warrants or conversion of the notes is limited to the extent necessary to ensure that, following such exercise, the total number of shares of common stock then beneficially owned by the holder does not exceed 9.99 percent of the total number of issued and outstanding shares of common stock, including for such purpose the shares of common stock issuable upon such exercise or conversion, of the Issuer without providing the Issuer with 61 days prior notice thereof.

2. The formula for determining the number of shares of common stock that may be acquired by the holder upon conversion of the notes is subject to adjustment as a result of, among other factors, future offerings of the securities of the Issuer and the number of the shares of common stock of the Issuer on a modified fully-diluted basis.

Remarks:

This Form 3 is filed by Platinum Long Term Growth VII, LLC (PLTG VII) in respect of securities held directly by it. Each of PLTG VII and the officers, members, managers and affiliates of PLTG VII disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes. The shares in this Form 3 are after giving effect to the 2 for 1 forward stock split by the Issuer effective on June 10, 2011.

/s/ OLIVER JIMENEZ08/01/2011

** 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 5 (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.