

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

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

1. Name and Address of Reporting Person* <u>SNODGRASS H. RALPH</u> (Last) (First) (Middle) <u>C/O VISTAGEN THERAPEUTICS, INC.</u> <u>343 ALLERTON AVENUE</u> (Street) <u>SOUTH SAN FRANCISCO</u> <u>CA</u> <u>94080</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VistaGen Therapeutics, Inc. [VSTA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/20/2013</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>PRES./CHIEF SCIENTIFIC OFFICER</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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			

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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$1.13	12/20/2013		D			50,000	03/24/2013	03/24/2014	Common Stock	50,000	(1)	0	D	
Stock Option (Right to Buy)	\$0.5	12/20/2013		A		50,000		03/24/2013	03/24/2019 ⁽²⁾	Common Stock	50,000	(1)	50,000	D	
Stock Option (Right to Buy)	\$1.13	12/20/2013		D			25,000	12/17/2009	06/17/2014	Common Stock	25,000	(1)	0	D	
Stock Option (Right to Buy)	\$0.5	12/20/2013		A		25,000		12/17/2009	06/17/2019 ⁽²⁾	Common Stock	25,000	(1)	25,000	D	
Stock Option (Right to Buy)	\$1.65	12/20/2013		D			150,000	11/04/2011	11/04/2014	Common Stock	150,000	(1)	0	D	
Stock Option (Right to Buy)	\$0.5	12/20/2013		A		150,000		11/04/2011	11/04/2014	Common Stock	150,000	(1)	150,000	D	
Stock Option (Right to Buy)	\$1.5	12/20/2013		D			250,000	12/30/2012	12/30/2019	Common Stock	250,000	(1)	0	D	
Stock Option (Right to Buy)	\$0.5	12/20/2013		A		250,000		12/30/2012	12/30/2019	Common Stock	250,000	(1)	250,000	D	
Stock Option (Right to Buy)	\$1.93	12/20/2013		D			100,000	(3)	04/26/2016	Common Stock	100,000	(1)	0	D	
Stock Option (Right to Buy)	\$0.5	12/20/2013		A		100,000		(3)	04/26/2016	Common Stock	100,000	(1)	100,000	D	

Explanation of Responses:

1. The Reporting Person agreed to cancellation of an option granted 05/11/2011 in exchange for a new option having a lower exercise price.
2. The expiration date of the option is amended to extend the term to ten (10) years from date of grant.
3. The option vests monthly over a period of four years commencing 4/25/2011.

/s/ Jerrold D. Dotson, Attorney-in-Fact 12/24/2013

** 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.