

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 2, 2022

VistaGen Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Nevada
*(State or other jurisdiction of
incorporation)*

000-54014
(Commission File Number)

20-5093315
*(IRS Employer
Identification Number)*

343 Allerton Ave.
South San Francisco, California 94090
(Address of principal executive offices)

(650) 577-3600
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	VTGN	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2)

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 pursuant to Section 13(a) of the Exchange Act

Item 5.02 Departure of Directors and Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 2, 2022, the Board of Directors (the “*Board*”) of VistaGen Therapeutics, Inc. (the “*Company*”), appointed Mr. Reid G. Adler, age 67, as the Company’s Chief Legal Officer. A copy of the press release announcing Mr. Adler’s appointment is attached to this Current Report on Form 8-K as Exhibit 99.1.

Prior to joining the Company, Mr. Adler was in private law practice from 2011 to 2022, during which time he founded Capital Technology Law Group in 2019 and served as co-managing partner. While in private practice, Mr. Adler represented the Company with respect to certain technology transaction and intellectual property matters. During the year ended March 31, 2022 and from April 1, 2022 until Mr. Adler’s appointment, the Company paid to Capital Technology Law Group a total of \$210,000 and \$18,000, respectively, for certain legal services. In addition to his duties with Capital Technology Law Group, Mr. Adler founded Innovation Matters in 2009, a provider of strategic business courses and training resources for innovative management practices, and served as Principal of Innovation Matters from 2009 to 2022. Mr. Adler’s career also includes experience as a partner of two international law firms, Morrison & Foerster and Morgan Lewis, as well as general counsel to the pioneering J. Craig Venter Institute for genomics. In addition, Mr. Adler was the founding director of the NIH Office of Technology Transfer, where he recruited a team of over 40 people involved in the translation of research projects into health care products. Mr. Adler holds a B.S. degree in Chemistry from the University of Maryland and a J.D. from George Washington University.

There are no arrangements or understandings between Mr. Adler and any other person pursuant to which he was appointed as the Company’s Chief Legal Officer, and, except as may be disclosed herein, Mr. Adler is not a participant in any related party transaction required to be reported pursuant to Item 404(a) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

See Exhibit Index.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VistaGen Therapeutics, Inc.

Date: May 3, 2022

By: /s/ Shawn K. Singh
Shawn K. Singh
Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
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99.1	Press Release issued by VistaGen Therapeutics, Inc., dated May 2, 2022
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VistaGen Appoints Reid Adler as Chief Legal Officer

SOUTH SAN FRANCISCO, Calif., May 2, 2022 —VistaGen Therapeutics, Inc. (Nasdaq: VTGN) (VistaGen) a late clinical-stage, central nervous system (CNS)-focused biopharmaceutical company aiming to transform the treatment landscape for individuals living with anxiety, depression and other CNS disorders, today announced the appointment of Reid Adler as its Chief Legal Officer. Mr. Adler will oversee VistaGen's legal affairs and provide strategic guidance to its Executive Team and Board of Directors.

“We are excited to welcome Reid to VistaGen’s Executive Team,” said Shawn Singh, Chief Executive Officer. “He is a visionary, trusted advisor and proven leader who brings deep legal experience across numerous domains as well a passion for helping patients and creating change. We look forward to his perspectives and insights as we continue to grow our business. We are excited about our potential to positively impact millions of people suffering from anxiety and depression disorders, and we are confident Reid is the right legal expert to guide us on our important work.”

“It’s a privilege to join the VistaGen leadership team after supporting the company’s efforts as outside counsel,” stated Reid Adler. “The pandemic continues to remind us how many individuals suffer with paralyzing mental health challenges and the critical need for supportive medications. I look forward to joining the team and using my legal expertise to help advance the company’s continued success.”

With a legal career spanning more than three decades, Adler joins VistaGen from the law firm Capital Technology Law Group, where he served as the legal counsel for several technology and life science businesses and not-for-profits, over the past decade. Adler has been at the forefront of strategic planning, developing programs and policies for various types of organizations, providing governance advice to senior management, negotiating complex technology transactions and the strategic management of intellectual property assets. His career includes experience as a senior partner at two international law firms, Morrison & Foerster and Morgan Lewis, as well as general counsel to the pioneering J. Craig Venter Institute for genomics. He has also consulted with several multinational pharmaceutical companies on product exclusivity and for the Coalition for Epidemic Preparedness Innovations on legal and business development aspects of vaccines.

Adler was the founding director of the National Institutes of Health (NIH) Office of Technology Transfer, where he built a team of over 40 people to evaluate the translation of research projects into health care products. He played a key role at the NIH in developing policies and model agreements, research integrity guidelines and the Uniform Biological Material Transfer Agreement, currently used by hundreds of organizations worldwide.

Adler received a Bachelor of Science degree from University of Maryland, College Park and a Juris Doctor degree from George Washington University.

About VistaGen

VistaGen (Nasdaq: VTGN) is a late clinical-stage, CNS-focused biopharmaceutical company striving to transform the treatment landscape for individuals living with anxiety, depression and other CNS disorders. The Company is advancing therapeutics with the potential to be faster-acting, and with fewer side effects and safety concerns, than those that are currently available. VistaGen’s clinical-stage candidates are targeting multiple forms of anxiety and depression. They belong to a new class of drugs known as pherines, which are odorless, tasteless, neuroactive steroids that bind to distinct receptors on chemosensory neurons in the nasal passages and can impact the limbic amygdala without systemic uptake or direct activity on CNS neurons in the brain. VistaGen’s lead candidate, PH94B, is a nasally administered spray currently in multiple Phase 3 trials in the U.S., with results anticipated in 2022. Should ongoing Phase 3 studies be successful, PH94B has the potential to be the first FDA-approved, fast-acting, acute treatment of anxiety for adults with social anxiety disorder. With an experienced leadership team, VistaGen is passionate about transforming mental health care and redefining what is possible in the treatment of anxiety and depression. Connect at www.VistaGen.com.

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