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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the SEC Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to 14a-12

Vistagen Therapeutics, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
 Fee paid previously with preliminary materials
 Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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Online

Go to www.envisionreports.com/VTGN
or scan the QR code – login details are located
in the shaded bar below.

Notice of the Vistagen Therapeutics, Inc. 2022 Virtual Annual Meeting of Stockholders**Important Notice Regarding the Availability of Proxy Materials for the
Vistagen Therapeutics, Inc. 2022 Annual Meeting of Stockholders to be Held on October 14, 2022**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the Vistagen Therapeutics, Inc. (the *Company*) 2022 Virtual Annual Meeting of Stockholders (the *Annual Meeting*) are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and instructions for virtually attending the Annual Meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The Proxy Statement and Annual Report on Form 10-K for the year ended March 31, 2022, are available at:

www.envisionreports.com/VTGN

Easy Online Access – View your proxy materials and vote.

- Step 1:** Go to www.envisionreports.com/VTGN.
- Step 2:** Click on **Cast Your Vote or Request Materials**.
- Step 3:** Follow the instructions on the screen to log in.
- Step 4:** Make your selections as instructed on each screen for your delivery preferences.
- Step 5:** Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a Copy of the Proxy Materials – If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before October 4, 2022 to facilitate timely delivery.



Notice of the Vistagen Therapeutics, Inc. 2022 Virtual Annual Meeting of Stockholders

Vistagen Therapeutics, Inc.'s (the *Company*) 2022 Annual Meeting of Stockholders (the *Annual Meeting*) will be held on Friday, October 14, 2022, at 10:00 A.M. PT, virtually via the Internet at meetnow.global/M7NZAVX. To access the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form.

Proposals to be voted on at the Annual Meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote **FOR** each Director nominee identified under Proposal No. 1, **FOR** Proposals No. 2, No. 4, No. 5 and No. 6 and **3 YEARS** on Proposal No. 3:

- ELECTION OF DIRECTORS.** Nominees: Jon S. Saxe, J.D., LL.M., Ann M. Cunningham, MBA, Joanne Curley, Ph.D., Margaret M. FitzPatrick, M.A., Jerry B. Gin, Ph.D., MBA, Mary L. Rotunno, J.D., Shawn K. Singh, J.D.
- SAY-ON-PAY.** To approve, on a non-binding advisory basis, the compensation paid to our Named Executive Officers.
- SAY-ON-FREQUENCY.** To conduct an advisory vote to indicate how frequently stockholders believe we should conduct an advisory vote on the compensation of our Named Executive Officers.
- RATIFICATION OF AUDITORS.** To ratify the appointment of WithumSmith+Brown, PC as our independent registered public accounting firm for our fiscal year ending March 31, 2023.
- AUTHORIZATION TO IMPLEMENT A REVERSE SPLIT.** To approve discretionary authority for our Board of Directors (*Board*) to implement a reverse stock split of our issued and outstanding shares of common stock at a ratio of between 1-for-2 and 1-for-30, which ratio will be determined by the Board (the *Reverse Split*), and to file an amendment to Vistagen Therapeutics, Inc. (the *Company*) Restated and Amended Articles of Incorporation, as amended, with the Nevada Secretary of State to effect the Reverse Split at any time as the Board may deem necessary and advisable prior to the one-year anniversary of this Annual Meeting in order to, among other things, maintain the Company's listing on The NASDAQ Capital Market.
- APPROVAL OF BYLAW AMENDMENT.** To approve of an amendment to the Company's Second Amended and Restated Bylaws to allow our Board, in its sole discretion, to determine, from time to time, the number of directors constituting the Board.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card.



Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** – Go to www.envisionreports.com/VTGN. Click Cast Your Vote or Request Materials.
- **Phone** – Call us free of charge at 1-866-641-4276.
- **Email** – Send an email to investorvote@computershare.com with "Proxy Materials Vistagen Therapeutics, Inc." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by October 4, 2022.