FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.	C. 20549
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STATEMENT	OF (CHANGES	IN BE	ENEFIC	AL (OWNER	RSHIP

OMB APPROVAL									
OMB Number: 3235-028									
Estimated average burden									
hours per response:	0.5								

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 Instruction 1(b).

1. Name and Address of Reporting Person* GIN JERRY B					2. Issuer Name and Ticker or Trading Symbol <u>VistaGen Therapeutics, Inc.</u> [VTGN]							cable) or	10% O	
(Last) (First) (Middle) C/O VISTAGEN THERAPEUTICS, INC. 343 ALLERTON AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 12/30/2020							(give title	Other (: below)	specify
ISCO	tate)	(Zip)						`		Line	Y Form f Form f Persor	led by One I led by More	Reporting Perso	n
1. Title of Security (Instr. 3) 2. Transa Date (Month/D				2A. Deemed Execution Date, if any (Month/Day/Year) Cod			3. Transactic Code (Insi 8)	4. Securi Disposed 5)	4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a 5) Amount (A) or Price		5. Amour Securitie Beneficia Owned Feportec Transact (Instr. 3 a	5. Amount of Securities For Beneficially (D) Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
(e.g., puts, calls, water in the control of the con		5. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (II	ed ed ed	1ts, options, convertible securitie 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Am of Securities Underlying Derivative Sec (Instr. 3 and 4)			d Amount les g Security and 4)	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)			
\$1.77	12/30/2020		Code	v	(A) 75,000	(D)	Date Exercisable	Expiration Date	Title Common Stock	Number of Shares	\$0	75,000	D	
	(FTAGEN THE LERTON AND	(First) TAGEN THERAPEUTICS LERTON AVENUE SAN (State) Tak Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)	(First) (Middle) TAGEN THERAPEUTICS, INC. LERTON AVENUE SAN ISCO (State) (Zip) Table I - Non-ISCO Conversion or Exercise Price of Derivative Security Security (Month/Day/Year) Table II - Derivative Security	(First) (Middle) 3. TAGEN THERAPEUTICS, INC. LERTON AVENUE 4. SAN (State) (Zip) Table I - Non-Derivative (Month/Day/Year) Table II - Derivative (e.g., puts of Execution Date (Month/Day/Year) Lerton Avenue 4. Table II - Derivative (e.g., puts of Execution Date (Month/Day/Year) (Month/Day/Year) A. Demivative Security (Month/Day/Year) Code Code	(First) (Middle) TAGEN THERAPEUTICS, INC. JERTON AVENUE SAN (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Security (Month/Day/Year) Table II - Derivative Security (Month/Day/Year) A. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Derivative Security Security A. Transaction Code (Instr. 8) Code V	(First) (Middle) TAGEN THERAPEUTICS, INC. JERTON AVENUE SAN (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) A. If Amendment, II J. Transaction Date (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) A. Deeme Execution Date (Instr. 8) J. Transaction Of Derivative Security (Month/Day/Year) Acquire (A) or Dispose of (D) (Instr. 8) Code (V) (A)	(First) (Middle) TAGEN THERAPEUTICS, INC. SAN ISCO Table I - Non-Derivative Securities Action Date (Month/Day/Year) Table II - Derivative Securities Acquired (Month/Day/Year) Table II - Derivative Securities Acquired (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) Code V (A) (D)	(First) (Middle) TAGEN THERAPEUTICS, INC. LERTON AVENUE Table I - Non-Derivative Securities Acquired, Diate (Month/Day/Year) Table II - Derivative Securities Acquired, Diate (Month/Day/Year) Table II - Derivative Securities Acquired, Diate (Month/Day/Year) Table II - Derivative Securities Acquired, Diate (L.g., puts, calls, warrants, options, (Month/Day/Year) Table II - Derivative Securities Acquired, District of Date (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable	(First) (Middle) TAGEN THERAPEUTICS, INC. LERTON AVENUE Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (Month/Day/Year) (e.g., puts, calls, warrants, options, converting and or Exercise Price of Derivative Security A. If Amendment, Date of Original Filed (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (Month/Day/Year) (e.g., puts, calls, warrants, options, converting and price of Derivative Security (Month/Day/Year) Security Code (Instr. (A) or Disposed of (Month/Day/Year) Code (Instr. (A) or Disposed of (D) (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) Date (Month/Day/Year) Code (Instr. 3, 4 and 5) Date (Month/Day/Year) Code (Instr. 3, 4 and 5) Date (Month/Day/Year) Code (Instr. 3, 4 and 5)	VistaGen Therapeutics, Inc. [VTGN] 3. Date of Earliest Transaction (Month/Day/Year) 12/30/2020 4. 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[VTGN] (Ch. 2) (Ch	VistaGen Therapeutics, Inc. [VTGN] (Check all applic X Director Officer below) TAGEN THERAPEUTICS, INC. LERTON AVENUE A. If Amendment, Date of Original Filed (Month/Day/Year) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (D) (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (D) (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (D) (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (D) (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (D) (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (D) (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (D) (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (D) (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (D) (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (D)	VistaGen Therapeutics, Inc. VTGN Check all applicable X Director Officer (give title below)	VistaGen Therapeutics, Inc. [VTGN] (First) (Middle) TAGEN THERAPEUTICS, INC. LERTON AVENUE A. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 4) Table II - Derivative Securities Acquired (Instr. 4) Table II - Derivative Security Derivative Security Securi

Explanation of Responses:

1. Twenty-five percent (25%) of the total number of shares shall be vested immediately on December 31, 2020 (the "Vesting Start Date") and 1/24th of the remaining number of shares shall vest monthly thereafter until all awarded shares are fully vested two (2) years after the Vesting Start Date.

/s/ Jerrold D. Dotson, Attorney- 01/04/2021 in-Fact

** 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.