

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB 3235-  
Number: 0076

Estimated average  
burden

hours per  
response: 4.00

1. Issuer's Identity

| CIK (Filer ID Number)  | Previous Names               | None | Entity Type  |
|--|------------------------------|------|--|
| <a href="#">0001411685</a>   | Excaltiber Enterprises, Ltd. |      | <input checked="" type="checkbox"/> Corporation<br><input type="checkbox"/> Limited Partnership<br><input type="checkbox"/> Limited Liability Company<br><input type="checkbox"/> General Partnership<br><input type="checkbox"/> Business Trust<br><input type="checkbox"/> Other (Specify) |
| <b>Name of Issuer</b>  |                              |      |  |
| VistaGen Therapeutics, Inc.  |                              |      |  |
| <b>Jurisdiction of Incorporation/Organization</b>  |                              |      |  |
| NEVADA   |                              |      |  |
| <b>Year of Incorporation/Organization</b>  |                              |      |  |
| <input checked="" type="checkbox"/> Over Five Years Ago<br><input type="checkbox"/> Within Last Five Years (Specify Year)<br><input type="checkbox"/> Yet to Be Formed |                              |      |  |

2. Principal Place of Business and Contact Information

| Name of Issuer               |                        |                |                        |
|------------------------------|------------------------|----------------|------------------------|
| VistaGen Therapeutics, Inc.  |                        |                |                        |
| Street Address 1             | Street Address 2       |                |                        |
| 384 Oyster Point Blvd, No. 8 |                        |                |                        |
| City                         | State/Province/Country | ZIP/PostalCode | Phone Number of Issuer |
| South San Francisco          | CALIFORNIA             | 94080          | 650-244-9990           |

3. Related Persons

| Last Name   | First Name             | Middle Name    |
|---|------------------------|----------------|
| Singh   | Shawn                  | K.             |
| Street Address 1  | Street Address 2       |                |
| 384 Oyster Point Blvd, No. 8  |                        |                |
| City  | State/Province/Country | ZIP/PostalCode |
| South San Francisco   | CALIFORNIA             | 94080          |
| <b>Relationship:</b> <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter |                        |                |

Clarification of Response (if Necessary):

Chief Executive Officer

| Last Name  | First Name             | Middle Name    |
|--|------------------------|----------------|
| Dotson   | Jerrold                | D.             |
| Street Address 1   | Street Address 2       |                |
| 384 Oyster Point Blvd, No. 8   |                        |                |
| City   | State/Province/Country | ZIP/PostalCode |
| South San Francisco  | CALIFORNIA             | 94080          |
| <b>Relationship:</b> <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter |                        |                |

Clarification of Response (if Necessary):

Acting Chief Financial Officer

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| Last Name  | First Name             | Middle Name    |
|--|------------------------|----------------|
| Snodgrass  | H.                     | Ralph          |
| Street Address 1   | Street Address 2       |                |
| 384 Oyster Point Blvd, No. 8                                 |                        |                |
| City   | State/Province/Country | ZIP/PostalCode |
| South San Francisco  | CALIFORNIA             | 94080          |
| <b>Relationship:</b> X Executive Officer X Director Promoter |                        |                |

Clarification of Response (if Necessary):

President, Chief Scientific Officer

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| Last Name  | First Name             | Middle Name    |
|--|------------------------|----------------|
| Rice   | A.                     | Franklin       |
| Street Address 1   | Street Address 2       |                |
| 384 Oyster Point Blvd, No. 8                               |                        |                |
| City   | State/Province/Country | ZIP/PostalCode |
| South San Francisco  | CALIFORNIA             | 94080          |
| <b>Relationship:</b> X Executive Officer Director Promoter |                        |                |

Clarification of Response (if Necessary):

Vice President of Corporate Development

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| Last Name  | First Name             | Middle Name    |
|--|------------------------|----------------|
| Saxe   | Jon                    | S.             |
| Street Address 1   | Street Address 2       |                |
| 384 Oyster Point Blvd, No. 8                               |                        |                |
| City   | State/Province/Country | ZIP/PostalCode |
| South San Francisco  | CALIFORNIA             | 94080          |
| <b>Relationship:</b> Executive Officer X Director Promoter |                        |                |

Clarification of Response (if Necessary):

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| Last Name  | First Name             | Middle Name    |
|--|------------------------|----------------|
| Bonfiglio  | Gregory                | A.             |
| Street Address 1   | Street Address 2       |                |
| 384 Oyster Point Blvd, No. 8                               |                        |                |
| City   | State/Province/Country | ZIP/PostalCode |
| South San Francisco  | CALIFORNIA             | 94080          |
| <b>Relationship:</b> Executive Officer X Director Promoter |                        |                |

Clarification of Response (if Necessary):

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| Last Name  | First Name             | Middle Name    |
|--|------------------------|----------------|
| Underdown  | Brian                  | J.             |
| Street Address 1   | Street Address 2       |                |
| 384 Oyster Point Blvd, No. 8                               |                        |                |
| City   | State/Province/Country | ZIP/PostalCode |
| South San Francisco  | CALIFORNIA             | 94080          |
| <b>Relationship:</b> Executive Officer X Director Promoter |                        |                |

Clarification of Response (if Necessary):

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4. Industry Group

|   |                        |                           |
|---|------------------------|---------------------------|
| Agriculture   | Health Care            | Retailing                 |
| Banking & Financial Services  | X Biotechnology        | Restaurants               |
| Commercial Banking  | Health Insurance       | Technology                |
| Insurance   | Hospitals & Physicians | Computers                 |
| Investing   | Pharmaceuticals        | Telecommunications        |
| Investment Banking  | Other Health Care      | Other Technology          |
| Pooled Investment Fund  | Manufacturing          | Travel                    |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate            | Airlines & Airports       |
| Yes                      No   | Commercial             | Lodging & Conventions     |
| Other Banking & Financial Services  | Construction           | Tourism & Travel Services |
| Business Services   | REITS & Finance        | Other Travel              |
| Energy  | Residential            | Other                     |
| Coal Mining   | Other Real Estate      |                           |
| Electric Utilities  |                        |                           |
| Energy Conservation   |                        |                           |
| Environmental Services  |                        |                           |
| Oil & Gas   |                        |                           |
| Other Energy  |                        |                           |

5. Issuer Size

| Revenue Range                | OR | Aggregate Net Asset Value Range |
|------------------------------|----|---------------------------------|
| No Revenues                  |    | No Aggregate Net Asset Value    |
| \$1 - \$1,000,000            |    | \$1 - \$5,000,000               |
| X \$1,000,001 - \$5,000,000  |    | \$5,000,001 - \$25,000,000      |
| \$5,000,001 - \$25,000,000   |    | \$25,000,001 - \$50,000,000     |
| \$25,000,001 - \$100,000,000 |    | \$50,000,001 - \$100,000,000    |
| Over \$100,000,000           |    | Over \$100,000,000              |
| Decline to Disclose          |    | Decline to Disclose             |
| Not Applicable               |    | Not Applicable                  |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

|   |   |
|---|---|
| Rule 504(b)(1) (not (i), (ii) or (iii)) | Rule 505  |
| Rule 504 (b)(1)(i)                      | X Rule 506  |
| Rule 504 (b)(1)(ii)                     | Securities Act Section 4(5)                           |
| Rule 504 (b)(1)(iii)                    | Investment Company Act Section 3(c)                   |
|   | Section 3(c)(1)                      Section 3(c)(9)  |
|   | Section 3(c)(2)                      Section 3(c)(10) |
|   | Section 3(c)(3)                      Section 3(c)(11) |
|   | Section 3(c)(4)                      Section 3(c)(12) |
|   | Section 3(c)(5)                      Section 3(c)(13) |
|   | Section 3(c)(6)                      Section 3(c)(14) |
|   | Section 3(c)(7)                                       |

7. Type of Filing

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

- Equity
- X Debt
- X Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$25,000 USD

12. Sales Compensation

Recipient: Noble Financial Capital Markets (Associated) Broker or Dealer X None  
 Recipient CRD Number: 15768  
 Recipient CRD Number: None  
 (Associated) Broker or Dealer CRD Number X None  
 None

Street Address 1

Street Address 2

6501 Congress Avenue  
 City: Boca Raton  
 Suite 100  
 State/Province/Country: FLORIDA  
 ZIP/Postal Code: 33487

State(s) of Solicitation (select all that apply) All States Foreign/non-US  
Check "All States" or check individual States

- CALIFORNIA
- ILLINOIS
- MASSACHUSETTS
- NEVADA
- NEW JERSEY
- NEW YORK

13. Offering and Sales Amounts

Total Offering Amount \$3,000,000 USD or Indefinite  
 Total Amount Sold \$500,000 USD  
 Total Remaining to be Sold \$2,500,000 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

0

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

6

### 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions                      \$21,000 USD    Estimate  
Finders' Fees                              \$0 USD    Estimate

Clarification of Response (if Necessary):

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD    Estimate

Clarification of Response (if Necessary):

### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer                      | Signature       | Name of Signer | Title                   | Date       |
|-----------------------------|-----------------|----------------|-------------------------|------------|
| VistaGen Therapeutics, Inc. | /s/ Shawn Singh | Shawn Singh    | Chief Executive Officer | 2012-03-07 |

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.