

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

VISTAGEN THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in Its Charter)

NEVADA
(State or Other Jurisdiction of Incorporation)

20-5093315
(IRS Employer Identification No.)

343 Allerton Avenue
South San Francisco, California
(Address of Principal Executive Offices)

94080
(Zip Code)

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

**Title of Each Class
to be so Registered**

**Name of Each Exchange on Which
Each Class is to be Registered**

Common Stock, par value \$0.001 per share

The NASDAQ Stock Market LLC

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), please check the following box. x

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), please check the following box. o

Securities Act registration statement file number to which this form relates: **333-210152**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

FORM 8-A

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The information required by this Item 1 is incorporated herein by reference to the information set forth under the caption "Description of Securities" in the prospectus forming a part of the Registrant's Registration Statement on Form S-1 (File No. 333-210152), originally filed with the U.S. Securities and Exchange Commission (the "*Commission*") on March 14, 2016, as amended from time to time (the "*Registration Statement*"). In addition, any description of such securities contained in a form of prospectus relating to the Registration Statement subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

Because no other securities of the registrant are registered on the NASDAQ Stock Market LLC, and the securities being registered by this Form 8-A are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended, no exhibits are required to be filed with this Form 8-A.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

VISTAGEN THERAPEUTICS, INC.

Date: May 3, 2016

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