

VistaGen Therapeutics, Inc.
 Form 4
 December 24, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Singh Shawn

(Last) (First) (Middle)

C/O VISTAGEN THERAPEUTICS, INC., 343 ALLERTON AVENUE

(Street)

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VistaGen Therapeutics, Inc. [VSTA]

3. Date of Earliest Transaction (Month/Day/Year)

12/20/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CHIEF EXECUTIVE OFFICER

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 12/20/2013 | | A | 100,000 | A 100,000 | I | By Trust |
| Common Stock | | | | | 312,174 | I | By Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|-----|--|-----------------|--|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Stock Option (Right to Buy) | \$ 1.13 | 12/20/2013 | | D | | 60,000 | | 03/24/2013 | 03/24/2019 | Common Stock |
| Stock Option (Right to Buy) | \$ 0.5 | 12/20/2013 | | A | 60,000 | | | 03/24/2013 | 03/24/2019 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.13 | 12/20/2013 | | D | | 22,500 | | 12/17/2009 | 06/17/2019 | Common Stock |
| Stock Option (Right to Buy) | \$ 0.5 | 12/20/2013 | | A | 22,500 | | | 12/17/2009 | 06/17/2019 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.5 | 12/20/2013 | | D | | 1,000,000 | | 11/04/2011 | 11/04/2019 | Common Stock |
| Stock Option (Right to Buy) | \$ 0.5 | 12/20/2013 | | A | 1,000,000 | | | 11/04/2011 | 11/04/2019 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.5 | 12/20/2013 | | D | | 425,000 | | 12/30/2011 | 12/30/2019 | Common Stock |
| Stock Option (Right to Buy) | \$ 0.5 | 12/20/2013 | | A | 425,000 | | | 12/30/2011 | 12/30/2019 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.75 | 12/20/2013 | | D | | 100,000 | | <u>(3)</u> | 04/26/2021 | Common Stock |

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| | | | | | | | |
|-----------------------------|---------|------------|---|------------|------------|------------|--------------|
| Stock Option (Right to Buy) | \$ 0.5 | 12/20/2013 | A | 100,000 | (3) | 04/26/2021 | Common Stock |
| Stock Option (Right to Buy) | \$ 2.1 | 12/20/2013 | D | 40,000 (4) | 01/17/2012 | 01/17/2018 | Common Stock |
| Stock Option (Right to Buy) | \$ 0.5 | 12/20/2013 | A | 40,000 (4) | 01/17/2012 | 01/17/2018 | Common Stock |
| Warrant | \$ 1.75 | 12/20/2013 | D | 35,714 | 08/25/2008 | 12/31/2013 | Common Stock |
| Warrant | \$ 0.5 | 12/20/2013 | A | 35,714 | 08/25/2008 | 12/31/2016 | Common Stock |
| Warrant | \$ 1.5 | 12/20/2013 | D | 50,000 | 12/06/2012 | 12/06/2017 | Common Stock |
| Warrant | \$ 0.5 | 12/20/2013 | A | 50,000 | 12/06/2012 | 12/06/2017 | Common Stock |
| Warrant | \$ 1.75 | 12/20/2013 | D | 80,338 | 08/25/2008 | 12/31/2013 | Common Stock |
| Warrant | \$ 0.5 | 12/20/2013 | A | 80,338 | 08/25/2008 | 12/31/2016 | Common Stock |
| Warrant | \$ 1 | 12/20/2013 | A | 100,000 | 12/20/2013 | 07/30/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Singh Shawn C/O VISTAGEN THERAPEUTICS, INC. 343 ALLERTON AVENUE SOUTH SAN FRANCISCO, CA 94080 | | | CHIEF EXECUTIVE OFFICER | |

Signatures

/s/ Jerrold D. Dotson,
Attorney-in-Fact

12/24/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Securities were issued to Reporting Person as additional consideration for the purchase of a promissory note in the principal amount of \$50,000.
- (2) The Reporting Person agreed to cancellation of an option granted to him on May 11, 2011 in exchange for a new option having a lower exercise price.
- (3) Options vest monthly over a period of four years commencing April 25, 2011, with a twelve-month cliff of 25% of the shares.
- (4) Two identical grants for 20,000 shares each have been combined into one line item.
- (5) The Reporting Person agreed to cancellation of a warrant issued 8/25/2008 in exchange for a new warrant having a lower exercise price and extension of the term.
- (6) Held by The 1997 Singh Family Trust U/R/D 5/29/97.
- (7) The Reporting Person agreed to cancellation of a warrant issued 12/06/2012 in exchange for a new warrant having a lower exercise price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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