

VistaGen Therapeutics, Inc.
Form 8-K
March 30, 2016

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) of the SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): March 29, 2016

VistaGen Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

NEVADA
*(State or other jurisdiction of
incorporation)*

000-54014
(Commission File Number)

20-5093315
*(IRS Employer Identification
Number)*

343 Allerton Ave.

South San Francisco, California 94090
(Address of principal executive offices)

(650) 577-3600

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))

Item 5.02 Election of Directors.

VistaGen Therapeutics, Inc. (the “*Company*”) today announced the appointment of Dr. Jerry Gin to the Company’s Board of Directors, effective March 29, 2016. Dr. Gin was deemed to be an “independent director,” as such term is defined by the rules of the NASDAQ Capital Market, and will serve as a member of the Board’s Audit Committee. A copy of the press release announcing Dr. Gin’s appointment is attached to this Current Report on Form 8-K as Exhibit 99.1.

Dr. Gin has over 45 years of experience in the healthcare industry, focusing on founding and developing pharmaceutical, diagnostic and biotechnology companies. He is currently the co-founder and CEO of Nuvora, Inc., a private company founded in 2006 with a drug delivery platform for the sustained release of ingredients through the mouth for such indications as dry mouth, biofilm reduction and sore throat/cough relief. Dr. Gin is also co-founder and Chairman of Livionex, a platform technology company founded in 2009 and focused on oral care, ophthalmology and wound care. Previously, Dr. Gin co-founded Oculex Pharmaceuticals, which developed technology for controlled release delivery of drugs to the interior of the eye, specifically to treat macular edema, and served as President and CEO until it was acquired by Allergan in 2003. Prior to forming Oculex, Dr. Gin co-founded and took public, ChemTrak, which developed a home cholesterol test commonly available in drug stores today. Prior to ChemTrak, Dr. Gin was Director of New Business Development and Strategic Planning for Syva, the diagnostic arm of Syntex Pharmaceuticals, Director for Pharmaceutical and Diagnostic businesses for Dow Chemical, and Director of BioScience Labs (now Quest Laboratories), the clinical laboratories of Dow Chemical.

Dr. Gin received his Bachelor’s degree in Chemistry from the University of Arizona, his Ph.D. in Biochemistry from the University of California, Berkeley, his M.B.A. from Loyola College, and conducted his post-doctoral research at the National Institutes of Health.

There are no related party transactions between the Company and Dr. Gin that would require disclosure under Item 404(a) of Regulation S-K, nor are there any arrangements or understandings in connection with Dr. Gin’s appointment to the Board.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

See Exhibit Index.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VistaGen Therapeutics, Inc.

Date: March 30, 2016 By: */s/ Shawn K. Singh*
 Shawn K. Singh
 Chief Executive Officer

EXHIBIT INDEX

Exhibit Description

No.

99.1 Press Release, dated March 30, 2016