

GIN JERRY B
Form 4/A
October 06, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
GIN JERRY B

(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. [VTGN]

3. Date of Earliest Transaction
(Month/Day/Year)
09/15/2017

4. If Amendment, Date Original Filed(Month/Day/Year)
09/20/2017

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

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)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Stock Option (Right to Buy)	\$ 1.56	09/19/2017	A	50,000		(1)	09/19/2027	Common Stock	50,000
Warrant	\$ 4	09/15/2017	D		25,000	12/01/2017	04/30/2021	Common Stock	25,000
Warrant	\$ 4	09/15/2017	D		25,000	12/01/2017	04/30/2021	Common Stock	25,000
Warrant	\$ 2	09/15/2017	A	25,000		12/01/2017	04/30/2021	Common Stock	25,000
Warrant	\$ 2	09/15/2017	A	25,000		12/01/2017	04/30/2021	Common Stock	25,000
Warrant	\$ 2	09/15/2017	A	25,000		05/19/2018	04/30/2021	Common Stock	25,000
Warrants	\$ 2	09/15/2017	A	25,000		05/19/2018	04/30/2021	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GIN JERRY B
 C/O VISTAGEN THERAPEUTICS, INC.
 343 ALLERTON AVENUE
 SOUTH SAN FRANCISCO, CA 94080

Signatures

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

10/06/2017

__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) 1/3rd of the total number of shares shall be immediately vested upon the Vesting Start Date, 9/19/2017, and 1/24th of the remaining number of shares shall vest monthly thereafter until all awarded shares are fully vested two (2) years from the Vesting Start Date.

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This Amendment to the Form 4 originally filed by the Reporting Person on September 20, 2017 (the "Original Filing") is being filed to report (i) the reduction of the exercise price of warrants purchased by Jermax, LLC, an entity controlled by the Reporting Person ("Jermax"), and the Reporting Person's spouse from the Issuer on May 31, 2017 in a private placement transaction (the "Initial Warrants") (2) and (ii) the issuance of additional warrants to Jermax and the Reporting Person's spouse (the "Additional Warrants"). The Issuer's Board of Directors approved the reduction of the exercise price from \$4.00 per share to \$2.00 per share for the Initial Warrants and all other warrants issued in the same private placement (the "Spring 2017 Private Placement"), and the issuance of the Additional Warrants and warrants similar to the Additional Warrants for all other participants in the Spring 2017 Private Placement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.