

DOTSON JERROLD DUANE  
Form 4  
August 31, 2018

**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 \*  
DOTSON JERROLD DUANE

(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)

08/29/2018

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)

VP, CFO AND SECRETARY

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 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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 10	08/29/2018	D		678 <sup>(1)</sup>		10/30/2012	10/30/2022	Common Stock	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A		678		08/29/2018	10/30/2022	Common Stock	
Stock Option (Right to Buy)	\$ 10	08/29/2018	D		4,323 <sup>(1)</sup>		10/30/2014	10/30/2022	Common Stock	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A		4,323		08/29/2018	10/30/2022	Common Stock	
Stock Option (Right to Buy)	\$ 8	08/29/2018	D		1,000 <sup>(2)</sup>		10/27/2015	10/27/2023	Common Stock	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A		1,000		08/29/2018	10/27/2023	Common Stock	
Stock Option (Right to Buy)	\$ 3.49	08/29/2018	D		75,000 <sup>(3)</sup>		<sup>(4)</sup>	06/19/2026	Common Stock	7
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A		75,000		<sup>(4)</sup>	06/19/2026	Common Stock	7
Stock Option (Right to Buy)	\$ 3.8	08/29/2018	D		50,000 <sup>(5)</sup>		<sup>(6)</sup>	11/09/2026	Common Stock	5
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A		50,000		<sup>(6)</sup>	11/09/2026	Common Stock	5

Stock Option (Right to Buy)	\$ 1.96	08/29/2018	D	100,000 (7)	(8)	04/26/2027	Common Stock	1
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A	100,000	(8)	04/26/2027	Common Stock	1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOTSON JERROLD DUANE C/O VISTAGEN THERAPEUTICS, INC. 343 ALLERTON AVENUE SOUTH SAN FRANCISCO, CA 94080			VP, CFO AND SECRETARY	

## Signatures

/s/ Jerrold D.  
Dotson

08/31/2018

\_\_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) The reporting person agreed to cancellation of an option granted to him on 10/30/2012 in exchange for a new option having a lower exercise price.
- (2) The reporting person agreed to cancellation of an option granted to him on 10/27/2013 in exchange for a new option having a lower exercise price.
- (3) The reporting person agreed to cancellation of an option granted to him on 6/19/2016 in exchange for a new option having a lower exercise price.
- (4) The option vests periodically over a period of four years commencing 6/19/2016.
- (5) The reporting person agreed to cancellation of an option granted to him on 11/9/2016 in exchange for a new option having a lower exercise price.
- (6) The option vests monthly over a period of three years commencing 11/9/2016.
- (7) The reporting person agreed to cancellation of an option granted to him on 4/26/2017 in exchange for a new option having a lower exercise price.
- (8) The option vests monthly over a period of three years commencing 4/26/2017.

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.