





Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

See Item 5.07 below.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On September 15, 2017, VistaGen Therapeutics, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”). The matters voted upon at the Annual Meeting and the results of the voting are set forth below.

Proposal No. 1- Election of Directors

|                    | For       |         | Withheld |         |
|--------------------|-----------|---------|----------|---------|
|                    | Votes     | % Voted | Votes    | % Voted |
| Jon S. Saxe        | 3,922,660 | 95.75%  | 174,159  | 4.25%   |
| Shawn K. Singh     | 4,077,051 | 99.52%  | 19,768   | 0.48%   |
| H. Ralph Snodgrass | 3,981,028 | 97.17%  | 115,791  | 2.83%   |
| Brian J. Underdown | 4,050,168 | 98.86%  | 46,651   | 1.14%   |
| Jerry B. Gin       | 4,050,168 | 98.86%  | 46,651   | 1.14%   |

The Company’s Directors are elected by a plurality of the votes cast. Accordingly, each of the nominees named above were elected to serve on the Board of Directors until the 2018 annual meeting of stockholders, or until their successors are elected and qualified.

Proposal No. 2- Approval of an Amendment to the Company’s Restated and Amended Articles of Incorporation

|                                     | For       | Against | Abstain |
|-------------------------------------|-----------|---------|---------|
| Votes                               | 5,864,179 | 243,307 | 510,447 |
| % of Total Outstanding Shares Voted | 62.71%    | 2.60%   | 5.46%   |

The vote required to approve this proposal was the affirmative vote of a majority of the outstanding shares of the Company’s common stock entitled to vote as of July 17, 2017, the record date for the Annual Meeting. Accordingly, the amendment to increase the number of authorized shares of common stock under the Company’s Restated and Amended Articles of Incorporation from 30.0 million to 100.0 million (the “Charter Amendment”) was approved.

Following the approval of the Charter Amendment at the Annual Meeting, the Charter Amendment was filed with the Nevada Secretary of State on September 15, 2017. A copy of the Charter Amendment is attached to this Current Report on Form 8-K as Exhibit 3.1.

Proposal No. 3- Approval of an Amendment to the Company’s Amended and Restated 2016 Stock Incentive Plan

|         | For       | Against | Abstain | Broker Non-Votes |
|---------|-----------|---------|---------|------------------|
| Votes   | 3,522,373 | 500,417 | 74,029  | 2,521,114        |
| % Voted | 85.98%    | 12.21%  | 1.81%   |                  |

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, the amendment to increase the number of authorized shares issuable under the Company's Amended and Restated 2016 Stock Incentive Plan from 3.0 million to 10.0 million was approved.

Proposal No. 4- Ratification of Appointment of Auditors

|         | For       | Against | Abstain |
|---------|-----------|---------|---------|
| Votes   | 6,192,477 | 255,945 | 169,511 |
| % Voted | 93.57%    | 3.87%   | 2.56%   |

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, stockholders ratified the appointment of OUM & Co, LLP as the Company's registered independent public accounting firm for the fiscal year ending March 31, 2018.

For more information about the foregoing proposals, please review the Company's definitive proxy statement, filed with the Securities and Exchange Commission on August 4, 2017.

Item 9.01 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: September 20, 2017 By: /s/ Shawn K. Singh  
Shawn K. Singh  
Chief Executive Officer



EXHIBIT INDEX

| Exhibit<br>Number | Description  |
|-------------------|--|
| <u>3.1</u>        | Certificate of Amendment to the Restated and Amended Articles of Incorporation of VistaGen Therapeutics, Inc., dated September 15, 2017. |