

VistaGen Therapeutics, Inc.
Form 4
November 13, 2015

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 *
SNODGRASS H. RALPH

(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)

11/11/2015

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)
PRES./CHIEF SCIENTIFIC 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 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Underlying
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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 5)	
			Code V	(A)	(D)	Date Exercisable	Expiration Date		Title
Warrant for Common Stock	\$ 12.8	11/11/2015	D ⁽¹⁾		50,000		04/01/2015 ⁽¹⁾	03/03/2023	Common Stock
Warrant for Common Stock	\$ 7	11/11/2015	A ⁽¹⁾	50,000			04/01/2015 ⁽¹⁾	03/03/2023	Common Stock
Warrant for Common Stock	\$ 10	11/11/2015	D ⁽²⁾		2,500		⁽²⁾ (3)	03/19/2019	Common Stock
Warrant for Common Stock	\$ 7	11/11/2015	A ⁽²⁾	2,500			⁽²⁾ (3)	03/19/2019	Common Stock
Warrant for Common Stock	\$ 10	11/11/2015	D ⁽²⁾		7,500		⁽²⁾ (3)	03/19/2019	Common Stock
Warrant for Common Stock	\$ 7	11/11/2015	A ⁽²⁾	7,500			⁽²⁾ (3)	03/19/2019	Common Stock
Warrant for Common Stock	\$ 10	11/11/2015	D ⁽⁴⁾		100,000		01/11/2015 ⁽⁴⁾	01/11/2020	Common Stock
Warrant for Common Stock	\$ 7	11/11/2015	A ⁽⁴⁾	100,000			01/11/2015 ⁽⁴⁾	01/11/2020	Common Stock
Warrant for Common Stock	\$ 9.25	11/11/2015	D ⁽⁵⁾		150,000		09/02/2015 ⁽⁵⁾	09/02/2020	Common Stock
Warrant for Common Stock	\$ 7	11/11/2015	A ⁽⁵⁾	150,000			09/02/2015 ⁽⁵⁾	09/02/2020	Common Stock

