

VistaGen Therapeutics, Inc.  
Form 8-K  
April 16, 2013

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): April 12, 2013

Commission File Number: 000-54014

VistaGen Therapeutics, Inc.  
(Exact name of small business issuer as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation or organization)  
205093315  
(IRS Employer Identification No.)

384 Oyster Point Blvd, No. 8, South San Francisco, California 94080  
(Address of principal executive offices)

650-244-9990  
(Registrant's Telephone number)

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 (see General Instruction A.2. below):

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))

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**Item 8.01 Other Events.**

On April 12, 2013, the Company consented to the assignment of the Securities Purchase Agreement and Voting Agreement (the "Assigned Documents") entered into on April 8, 2013, to Bergamo Acquisition Corp PTE, LTD ("Bergamo"). Under the terms of the assignment, Bergamo assumed all obligations under the terms of the Assigned Documents, including the obligation to purchase from the Company 72 million shares of the Common Stock of the Company for \$36.0 million. The original Securities Agreement and Voting Agreement were filed as Exhibits 10.1 and 10.2 to the Current Report on Form 8-K filed on April 8, 2013.

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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 hereunto duly authorized.

VistaGen Therapeutics, Inc.

Date: *April 16, 2013*

By: */s/ Shawn K. Singh*

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*Name: Shawn K. Singh*

*Title: Chief Executive Officer*

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