

SNODGRASS H. RALPH  
Form 4  
August 31, 2018

**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. [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)  
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.

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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		2,500 <sup>(1)</sup>		03/24/2013	03/24/2019	Common Stock	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A		2,500		08/29/2018	03/24/2019	Common Stock	
Stock Option (Right to Buy)	\$ 10	08/29/2018	D		1,250 <sup>(2)</sup>		12/17/2009	06/17/2019	Common Stock	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A		1,250		08/29/2018	06/17/2019	Common Stock	
Stock Option (Right to Buy)	\$ 10	08/29/2018	D		12,500 <sup>(3)</sup>		12/31/2012	12/30/2019	Common Stock	1
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A		12,500		08/29/2018	12/30/2019	Common Stock	1
Stock Option (Right to Buy)	\$ 3.49	08/29/2018	D		125,000 <sup>(4)</sup>		<sup>(5)</sup>	06/19/2026	Common Stock	1
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A		125,000		<sup>(5)</sup>	06/19/2026	Common Stock	1
Stock Option (Right to Buy)	\$ 3.8	08/29/2018	D		80,000 <sup>(6)</sup>		<sup>(7)</sup>	11/09/2026	Common Stock	8
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A		80,000		<sup>(7)</sup>	11/09/2026	Common Stock	8

