

VistaGen Therapeutics, Inc.
Form 3
August 01, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â Platinum Long Term Growth VII, LLC			(Month/Day/Year)		VistaGen Therapeutics, Inc. [VSTA.OB]	
(Last)	(First)	(Middle)	05/13/2011			
152 WEST 57TH STREET,Â 4TH FLOOR					4. Relationship of Reporting Person(s) to Issuer	
(Street)					5. If Amendment, Date Original Filed(Month/Day/Year)	
NEW YORK,Â NYÂ 10019					(Check all applicable)	
(City)	(State)	(Zip)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
					6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	2,042,862	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	--	---	---	--

Edgar Filing: VistaGen Therapeutics, Inc. - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Common Stock Warrants	05/11/2011	12/31/2013	Common Stock	560,000 ⁽¹⁾	\$ 1.5	D	Â
Common Stock Warrants	05/11/2011	12/31/2013	Common Stock	825,574 ⁽¹⁾	\$ 2.5	D	Â
Common Stock Warrants	05/11/2011	12/31/2013	Common Stock	214,284 ⁽¹⁾	\$ 2.5	D	Â
Convertible Notes	05/11/2011	06/30/2012	Common Stock	3,368,169 ^{(1) (2)}	\$ 1.75	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Platinum Long Term Growth VII, LLC 152 WEST 57TH STREET 4TH FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â

Signatures

/s/ OLIVER JIMENEZ 08/01/2011

^{__}Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
 The common stock warrants and convertible notes provide a limitation on the exercise or conversion of such warrants and notes, such that the number of shares of common stock that may be acquired by the holder upon exercise of the warrants or conversion of the notes is limited to the extent necessary to ensure that, following such exercise, the total number of shares of common stock then beneficially owned by the holder does not exceed 9.99 percent of the total number of issued and outstanding shares of common stock, including for such purpose the shares of common stock issuable upon such exercise or conversion, of the Issuer without providing the Issuer with 61 days prior notice thereof.
- (1) The formula for determining the number of shares of common stock that may be acquired by the holder upon conversion of the notes is subject to adjustment as a result of, among other factors, future offerings of the securities of the Issuer and the number of the shares of common stock of the Issuer on a modified fully-diluted basis.

Â

Remarks:

This Form 3 is filed by Platinum Long Term Growth VII, LLC (PLTG VII) in respect of securities.

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.