

VistaGen Therapeutics, Inc.
 Form 4
 December 24, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

12/20/2013

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 Underlying S
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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)	\$ 1.13	12/20/2013	D			50,000	03/24/2013	03/24/2014	Common Stock
Stock Option (Right to Buy)	\$ 0.5	12/20/2013	A		50,000		03/24/2013	03/24/2019 ⁽²⁾	Common Stock
Stock Option (Right to Buy)	\$ 1.13	12/20/2013	D			25,000	12/17/2009	06/17/2014	Common Stock
Stock Option (Right to Buy)	\$ 0.5	12/20/2013	A		25,000		12/17/2009	06/17/2019 ⁽²⁾	Common Stock
Stock Option (Right to Buy)	\$ 1.65	12/20/2013	D			150,000	11/04/2011	11/04/2014	Common Stock
Stock Option (Right to Buy)	\$ 0.5	12/20/2013	A		150,000		11/04/2011	11/04/2014	Common Stock
Stock Option (Right to Buy)	\$ 1.5	12/20/2013	D			250,000	12/30/2012	12/30/2019	Common Stock
Stock Option (Right to Buy)	\$ 0.5	12/20/2013	A		250,000		12/30/2012	12/30/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.93	12/20/2013	D			100,000	⁽³⁾	04/26/2016	Common Stock
Stock Option (Right to Buy)	\$ 0.5	12/20/2013	A		100,000		⁽³⁾	04/26/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SNODGRASS H. RALPH C/O VISTAGEN THERAPEUTICS, INC. 343 ALLERTON AVENUE SOUTH SAN FRANCISCO, CA 94080			PRES./CHIEF SCIENTIFIC OFFICER	

Signatures

/s/ Jerrold D. Dotson,
Attorney-in-Fact

12/24/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

- (1) The Reporting Person agreed to cancellation of an option granted 05/11/2011 in exchange for a new option having a lower exercise price.
- (2) The expiration date of the option is amended to extend the term to ten (10) years from date of grant.
- (3) The option vests monthly over a period of four years commencing 4/25/2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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