Smith Mark Alan Form 4 August 31, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction 1(b).

SECURITIES

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

(Print or Type Responses)

1. Name and Address of Reporting Person *

Smith Mark Alan

(Last)

(City)

1. Title of

Security

(Instr. 3)

(First) (Middle) 2. Issuer Name and Ticker or Trading

Symbol

VistaGen Therapeutics, Inc. [VTGN]

08/29/2018

C/O VISTAGEN THERAPEUTICS. INC., 343 ALLERTON AVENUE

(Zip)

(Street)

2. Transaction Date 2A. Deemed

(State)

SOUTH SAN FRANCISCO, CA 94080 5. Relationship of Reporting Person(s) to Issuer

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

4. If Amendment, Date Original

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year)

(Instr. 8)

(Instr. 3, 4 and 5)

Reported (A) Transaction(s) or

(Instr. 3 and 4) 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative Securities 6. Date Exercisable and **Expiration Date**

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

(Check all applicable)

CHIEF MEDICAL OFFICER

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(9-02)

(Instr. 4)

Indirect

Director

Applicable Line)

below)

Person

5. Amount of

Securities

Following

Owned

Beneficially

Officer (give title

Estimated average

burden hours per

7. Title and Amou Underlying Secur

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Security (Instr. 3)	or Exercise Price of Derivative		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)	
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Stock Option (Right to Buy)	\$ 3.49	08/29/2018		D		180,000 (1)	<u>(2)</u>	06/19/2026	Common Stock	18
Stock Option (Right to Buy)	\$ 1.5	08/29/2018		A	180,000		(2)	06/19/2026	Common Stock	18
Stock Option (Right to Buy)	\$ 3.8	08/29/2018		D		80,000	<u>(4)</u>	11/09/2026	Common Stock	80
Stock Option (Right to Buy)	\$ 1.5	08/29/2018		A	80,000		<u>(4)</u>	11/09/2026	Common Stock	80
Stock Option (Right to Buy)	\$ 1.96	08/29/2018		D		125,000 (5)	<u>(6)</u>	04/26/2027	Common Stock	12
Stock Option (Right to Buy)	\$ 1.5	08/29/2018		A	125,000		<u>(6)</u>	04/26/2027	Common Stock	12

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips					
	Director	10% Owner	Officer	Other		

Smith Mark Alan C/O VISTAGEN THERAPEUTICS, INC. 343 ALLERTON AVENUE SOUTH SAN FRANCISCO, CA 94080

CHIEF MEDICAL OFFICER

Signatures

/s/ Jerrold D. Dotson, Attorney-in-Fact 08/31/2018

**Signature of Reporting Person Date

Reporting Owners 2

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 to him on 6/19/2016 in exchange for a new option having a lower exercise price.
- (2) The option vests monthly over a period of four years commencing 6/19/2016.
- The reporting person agreed to cancellation of an option granted to him on 11/9/2016 in exchange for a new option having a lower exercise price.
- (4) The option vests monthly over a period of three years commencing 11/9/2016.
- (5) The reporting person agreed to cancellation of an option granted to him on 4/26/2017 in exchange for a new option having a lower exercise price.
- (6) The option vests monthly over a period of three years commencing 4/26/2017.

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.