

Smith Mark Alan
Form 4
August 31, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Mark Alan

(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 ____ Other (specify
below) below)

CHIEF MEDICAL OFFICER

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V Amount (D) Price | | | |

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

**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
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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 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 | Am Nun Sha |
| Stock Option (Right to Buy) | \$ 3.49 | 08/29/2018 | D | | | 180,000 <u>(1)</u> | <u>(2)</u> | 06/19/2026 | Common Stock | 18 |
| Stock Option (Right to Buy) | \$ 1.5 | 08/29/2018 | A | | 180,000 | | <u>(2)</u> | 06/19/2026 | Common Stock | 18 |
| Stock Option (Right to Buy) | \$ 3.8 | 08/29/2018 | D | | | 80,000 <u>(3)</u> | <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 <u>(5)</u> | <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 | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | 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

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.
- (3) 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.

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