

VistaGen Therapeutics, Inc.
Form 4
November 13, 2015

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 *
Underdown Brian J.

(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)

11/11/2015

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)

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		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 number.

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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	
			Code	V	(A)	(D)				
Warrant for Common Stock	\$ 10	11/11/2015	D ⁽¹⁾			2,500	02/13/2012 ⁽¹⁾	02/13/2016	Common Stock	
Warrant for Common Stock	\$ 7	11/11/2015	A ⁽¹⁾		2,500		02/13/2012 ⁽¹⁾	03/19/2019	Common Stock	
Warrant for Common Stock	\$ 12.8	11/11/2015	D ⁽²⁾			7,500	04/01/2015 ⁽²⁾	03/03/2023	Common Stock	
Warrant for Common Stock	\$ 7	11/11/2015	A ⁽²⁾		7,500		04/01/2015 ⁽²⁾	03/03/2023	Common Stock	
Warrant for Common Stock	\$ 10	11/11/2015	D ⁽³⁾			2,500	⁽³⁾ (4)	03/19/2019	Common Stock	
Warrant for Common Stock	\$ 7	11/11/2015	A ⁽³⁾		2,500		⁽³⁾ (4)	03/19/2019	Common Stock	
Warrant for Common Stock	\$ 10	11/11/2015	D ⁽⁵⁾			20,000	01/11/2015 ⁽⁵⁾	01/11/2020	Common Stock	2
Warrant for Common Stock	\$ 7	11/11/2015	A ⁽⁵⁾		20,000		01/11/2015 ⁽⁵⁾	01/11/2020	Common Stock	2
Warrant for Common Stock	\$ 9.25	11/11/2015	D ⁽⁶⁾			50,000	09/02/2015 ⁽⁶⁾	09/02/2020	Common Stock	5
Warrant for Common Stock	\$ 7	11/11/2015	A ⁽⁶⁾		50,000		09/02/2015 ⁽⁶⁾	09/02/2020	Common Stock	5

