

Underdown Brian J.
Form 4
August 31, 2018

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 *
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. [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
____ Officer (give title below)
____ 10% Owner
____ 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 Following 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 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) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Stock Option (Right to Buy)	\$ 10	08/29/2018	D		500 ⁽¹⁾	11/04/2011	11/04/2019	Common Stock	500
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A	500		08/29/2018	11/04/2019	Common Stock	500
Stock Option (Right to Buy)	\$ 10	08/29/2018	D		6,250 ⁽²⁾	12/30/2011	12/30/2019	Common Stock	6,250
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A	6,250		08/29/2018	12/30/2019	Common Stock	6,250
Stock Option (Right to Buy)	\$ 10	08/29/2018	D		2,500 ⁽³⁾	04/25/2015	04/26/2021	Common Stock	2,500
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A	2,500		08/29/2018	04/26/2021	Common Stock	2,500
Stock Option (Right to Buy)	\$ 3.49	08/29/2018	D		25,000 ⁽⁴⁾	⁽⁵⁾	06/19/2026	Common Stock	25,000
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A	25,000		⁽⁵⁾	06/19/2026	Common Stock	25,000
Stock Option (Right to Buy)	\$ 3.8	08/29/2018	D		25,000 ⁽⁶⁾	⁽⁷⁾	11/09/2026	Common Stock	25,000
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A	25,000		⁽⁷⁾	11/09/2026	Common Stock	25,000

Buy)

Stock

Option
(Right to
Buy)

\$ 1.96

08/29/2018

D

35,000
(8)

(9)

04/26/2027

Common
Stock

35,0

Stock

Option
(Right to
Buy)

\$ 1.5

08/29/2018

A

35,000

(9)

04/26/2027

Common
Stock

35,0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Underdown Brian J.
C/O VISTAGEN THERAPEUTICS, INC.
343 ALLERTON AVENUE
SOUTH SAN FRANCISCO, CA 94080

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 11/4/2009 in exchange for a new option having a lower exercise price.
- (2) The reporting person agreed to cancellation of an option granted to him on 12/30/2009 in exchange for a new option having a lower exercise price.
- (3) The reporting person agreed to cancellation of an option granted to him on 4/26/2011 in exchange for a new option having a lower exercise price.
- (4) 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.
- (5) The option vests monthly over a period of four years commencing 6/19/2016.
- (6) 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.
- (7) The option vests monthly over a period of three years commencing 11/9/2016.
- (8) 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.
- (9) 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.