GIN JERRY B Form 4/A October 06, 2017

### 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

(Print or Type Responses)

1. Name and Address of Reporting Person \* **GIN JERRY B** 

(Last)

(First) (Middle)

VistaGen Therapeutics, Inc. [VTGN]

3. Date of Earliest Transaction

C/O VISTAGEN THERAPEUTICS.

INC., 343 ALLERTON AVENUE (Street)

**SOUTH SAN** FRANCISCO, CA 94080 2. Issuer Name and Ticker or Trading

Symbol

(Month/Day/Year) 09/15/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

09/20/2017

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

anv

Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A)

or

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of **TransactionDerivative** Code Securities Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amou Underlying Securi (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disp (D) (Instr. 3, 4	•				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Sl
Stock Option (Right to Buy)	\$ 1.56	09/19/2017		A	50,000		<u>(1)</u>	09/19/2027	Common Stock	50,
Warrant	\$ 4	09/15/2017		D		25,000	12/01/2017	04/30/2021	Common Stock	25,
Warrant	\$ 4	09/15/2017		D		25,000	12/01/2017	04/30/2021	Common Stock	25,
Warrant	\$ 2	09/15/2017		A	25,000		12/01/2017	04/30/2021	Common Stock	25,
Warrant	\$ 2	09/15/2017		A	25,000		12/01/2017	04/30/2021	Common Stock	25,
Warrant	\$ 2	09/15/2017		A	25,000		05/19/2018	04/30/2021	Common Stock	25,
Warrants	\$ 2	09/15/2017		A	25,000		05/19/2018	04/30/2021	Common Stock	25,

# **Reporting Owners**

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

GIN JERRY B C/O VISTAGEN THERAPEUTICS, INC. 343 ALLERTON AVENUE SOUTH SAN FRANCISCO, CA 94080

### **Signatures**

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

\*\*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) 1/3rd of the total number of shares shall be immediately vested upon the Vesting Start Date, 9/19/2017, and 1/24th of the remaining number of shares shall vest monthly thereafter until all awarded shares are fully vested two (2) years from the Vesting Start Date.

Reporting Owners 2

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- This Amendment to the Form 4 originally filed by the Reporting Person on September 20, 2017 (the "Original Filing") is being filed to report (i) the reduction of the exercise price of warrants purchased by Jermax, LLC, an entity controlled by the Reporting Person ("Jermax"), and the Reporting Person's spouse from the Issuer on May 31, 2017 in a private placement transaction (the "Initial Warrants")
- (2) and (ii) the issuance of additional warrants to Jermax and the Reporting Person's spouse (the "Additional Warrants"). The Issuer's Board of Directors approved the reduction of the exercise price from \$4.00 per share to \$2.00 per share for the Initial Warrants and all other warrants issued in the same private placement (the "Spring 2017 Private Placement"), and the issuance of the Additional Warrants and warrants similar to the Additional Warrants for all other participants in the Spring 2017 Private Placement.

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.