

MCPARTLAND MARK A.  
Form 3  
September 20, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|   |   |  |   |   |   |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â MCPARTLAND MARK A.</p> <p>(Last) (First) (Middle)</p> <p>C/O VISTAGEN<br/>THERAPEUTICS, INC.,Â 343<br/>ALLERTON AVENUE</p> <p>(Street)</p> <p>SOUTH SAN<br/>FRANCISCO,Â CAÂ 94080</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/19/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>VistaGen Therapeutics, Inc. [VTGN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>VP Corporate Development</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

|  |  |   |  |
|--|--|---|--|
| <p>1. Title of Security<br/>(Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned<br/>(Instr. 4)</p> | <p>3. Ownership Form:<br/>Direct (D)<br/>or Indirect (I)<br/>(Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership<br/>(Instr. 5)</p> |
|--|--|---|--|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |  |  |   |   |  |
|---|--|--|---|---|--|
| <p>1. Title of Derivative Security<br/>(Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date<br/>(Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security<br/>(Instr. 4)</p> <p>Title      Amount or Number of</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security:<br/>Direct (D)</p> | <p>6. Nature of Indirect Beneficial Ownership<br/>(Instr. 5)</p> |
|---|--|--|---|---|--|

|                             |       |            |              | Shares  |         | or Indirect<br>(I)<br>(Instr. 5) |   |
|-----------------------------|-------|------------|--------------|---------|---------|----------------------------------|---|
| Stock Option (Right to Buy) | Â (1) | 09/29/2026 | Common Stock | 125,000 | \$ 4.27 | D                                | Â |
| Stock Option (Right to Buy) | Â (2) | 11/09/2026 | Common Stock | 40,000  | \$ 3.8  | D                                | Â |
| Stock Option (Right to Buy) | Â (3) | 04/26/2027 | Common Stock | 100,000 | \$ 1.96 | D                                | Â |
| Stock Option (Right to Buy) | Â (4) | 09/19/2027 | Common Stock | 50,000  | \$ 1.56 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                          | Other |
|---|---------------|-----------|---------|--------------------------|-------|
|   | Director      | 10% Owner | Officer |                          |       |
| MCPARTLAND MARK A.<br>C/O VISTAGEN THERAPEUTICS, INC.<br>343 ALLERTON AVENUE<br>SOUTH SAN FRANCISCO, CA 94080 | Â             | Â         | Â       | VP Corporate Development | Â     |

## Signatures

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

09/20/2017

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Options vest monthly over a period of four years commencing 9/29/2016, with a twelve-month cliff of 25% of the shares.

(2) Options vest monthly over a period of three years commencing 11/9/2016.

(3) Options vest monthly over a period of three years commencing 4/26/2017, with a twelve-month cliff of 25% of the shares.

(4) 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.

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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