

SNODGRASS H. RALPH  
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  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SNODGRASS H. RALPH

(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)

PRES./CHIEF SCIENTIFIC 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.

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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 Am Underlying Secur
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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	Ac- quired or Dis- posed
Stock Option (Right to Buy)	\$ 10	08/29/2018		D			2,500 <u>(1)</u>	03/24/2013	03/24/2019	Common Stock	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018		A		2,500		08/29/2018	03/24/2019	Common Stock	
Stock Option (Right to Buy)	\$ 10	08/29/2018		D			1,250 <u>(2)</u>	12/17/2009	06/17/2019	Common Stock	
Stock Option (Right to Buy)	\$ 1.5	08/29/2018		A		1,250		08/29/2018	06/17/2019	Common Stock	
Stock Option (Right to Buy)	\$ 10	08/29/2018		D			12,500 <u>(3)</u>	12/31/2012	12/30/2019	Common Stock	1
Stock Option (Right to Buy)	\$ 1.5	08/29/2018		A		12,500		08/29/2018	12/30/2019	Common Stock	1
Stock Option (Right to Buy)	\$ 3.49	08/29/2018		D			125,000 <u>(4)</u>	<u>(5)</u>	06/19/2026	Common Stock	1
Stock Option (Right to Buy)	\$ 1.5	08/29/2018		A		125,000		<u>(5)</u>	06/19/2026	Common Stock	1
Stock Option (Right to Buy)	\$ 3.8	08/29/2018		D			80,000 <u>(6)</u>	<u>(7)</u>	11/09/2026	Common Stock	8
Stock Option (Right to Buy)	\$ 1.5	08/29/2018		A		80,000		<u>(7)</u>	11/09/2026	Common Stock	8

Stock Option (Right to Buy)	\$ 1.96	08/29/2018	D	125,000 (8)	(9)	04/26/2027	Common Stock	1
Stock Option (Right to Buy)	\$ 1.5	08/29/2018	A	125,000	(9)	04/26/2027	Common Stock	1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SNODGRASS H. RALPH C/O VISTAGEN THERAPEUTICS, INC. 343 ALLERTON AVENUE SOUTH SAN FRANCISCO, CA 94080			PRES./CHIEF SCIENTIFIC 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 3/24/2009 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 6/17/2009 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 12/30/2009 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.

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