

VistaGen Therapeutics, Inc.  
Form 8-K  
September 04, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): September 2, 2014

Commission File Number: 000-54014

VistaGen Therapeutics, Inc.  
(Exact name of small business issuer as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation or organization)

20-5093315  
(IRS Employer Identification No.)

343 Allerton Avenue, South San Francisco, California 94080  
(Address of principal executive offices)

(650) 577-3600  
(Registrant's Telephone number)

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 1.01 Entry into a Material Definitive Agreement.

On September 2, 2014, VistaGen Therapeutics, Inc., a Nevada corporation (the “Company”), and Platinum Long Term Growth VII, LLC (“Platinum”) entered into Amendment No. 1 to the Amended and Restated Note Conversion Agreement and Warrant Amendment (the “Amendment”). The Company and Platinum first entered into the Amended and Restated Note Conversion Agreement and Warrant Amendment (the “Agreement”) on July 18, 2014, as disclosed in the Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on July 22, 2014.

Upon execution of the Amendment, Platinum has agreed to convert the entire outstanding balance of principal and accrued interest of all Senior Secured Convertible Promissory Notes currently held, in the aggregate amount of approximately \$4.2 million, into shares of the Company’s equity securities in the event the Company either (i) completes a private equity financing resulting in gross proceeds of at least \$36.0 million on or before September 30, 2014, or (ii) consummates a public common stock financing transaction resulting in gross proceeds to the Company of at least \$10.0 million on or before September 30, 2014 pursuant to an effective registration statement on file with the SEC.

The foregoing description of the Amendment and the Agreement do not purport to be complete, and are qualified in their entirety by reference to the full text of the Amendment, which is attached hereto as Exhibit 10.1, and the Agreement attached as Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on July 22, 2014, each of which are incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

See Exhibit Index.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VistaGen Therapeutics, Inc.

Date: September 4, 2014

By: /s/ Shawn K. Singh  
Shawn K. Singh  
Chief Executive Officer

EXHIBIT INDEX

| Exhibit<br>Number | Description  |
|-------------------|--|
| 10.1              | Amendment No. 1 to Amended and Restated Note Conversion Agreement and Warrant Amendment, by and between VistaGen Therapeutics, Inc. and Platinum Long Term Growth VII, LLC, dated September 2, 2014. |