VistaGen Therapeutics, Inc.
Form S-1/A
July 29, 2014
As filed with the Securities and Exchange Commission on July 28, 2014

Registration No. 333-195901

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-1/A
(Amendment No. 4)

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VISTAGEN THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Nevada	3841	20-5093315
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

VistaGen Therapeutics, Inc.
343 Allerton Avenue
South San Francisco, CA 94080
(650) 577-3600
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Shawn K. Singh, J.D.
Chief Executive Officer
VistaGen Therapeutics, Inc.
343 Allerton Avenue
South San Francisco, CA 94080
(650) 577-3600
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer (Do not check if a smaller reporting company)	[ ]	Smaller reporting company	[X]

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CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities To Be Registered	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee	
Common stock, $0.001 par value (1)	$	$	(2)
Warrants to purchase shares of common stock			(3)
Shares of common stock issuable upon exercise of warrants(1)			(4)
Total	$15,000,000	$ 4,404.96	(5)

(1) Pursuant to Rule 416 under the Securities Act, the Registration Statement shall also cover any additional shares of common stock that become issuable by reason of any stock dividend, stock split or other similar transaction effected without the receipt of consideration that results in an increase in the number of the outstanding shares of common stock of the Registrant.

(2) Estimated pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the Securities Act).

(3) No fee pursuant to Rule 457(g) under the Securities Act.

(4) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(g) under the Securities Act.

(5) Previously paid.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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Subject to Completion, dated July 28, 2014

The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and we are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Preliminary Prospectus

Up to 30,000,000 Shares of Common Stock

and

Warrants to Purchase up to 30,000,000 Shares of Common Stock

We are offering up to 30,000,000 shares of our common stock and warrants to purchase up to 30,000,000 shares of our common stock (the Offering). Each share of common stock we sell in the Offering will be accompanied by a warrant to purchase up to one share of common stock. Each share of common stock and warrant will be sold at a price of $___. The common stock and warrants are immediately separable but can only be purchased together in this Offering. We are not required to sell any specific dollar amount or number of shares of common stock or warrants, but we will use our best efforts to sell all of the shares of common stock and warrants being offered for sale.

Our securities are not listed on a national securities exchange. Our common stock is quoted for trading on the OTC Markets (OTCQB) under the symbol “VSTA”. We do not intend to apply for listing of the warrants on any securities exchange and we do not expect the warrants will be quoted on the OTCQB. On July 25, 2014, the closing price for our common stock was $0.64 per share.

	Per share (1)	Total
Offering Price	$	$
Placement Agent’s Fee (2)	$	$
Offering Proceeds, Before Expenses	$	$

(1) Per share price represents the offering price for a share of common stock and a warrant to purchase up to one share of common stock.

(2) We have agreed to pay to the placement agent 8% of the gross proceeds received from the sale of common stock in connection with the Offering, and 8% of any gross proceeds received upon the exercise of warrants.

Geller Biopharm (Geller Biopharm or Agent), a healthcare investment banking division of Financial West Group, has agreed to act as our placement agent in connection with this Offering. The placement agent is not purchasing the securities offered by us, and is not required to sell any specific number or dollar amount of securities. However, Geller Biopharm will use their best efforts to arrange for the sale of the securities offered by us in this Offering. We have agreed to pay the placement agent a placement fee equal to 8% of the gross proceeds of the securities sold by us in this Offering, as well as certain expenses.

This Offering will terminate on September 30, 2014 unless the Offering is fully subscribed before that date or we decide to terminate the Offering prior to that date. In either event, the Offering may be closed and we may conduct multiple closings without further notice to you. All costs associated with the registration will be borne by us.

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Investing in our securities involves a high degree of risk. Before deciding whether to invest in our securities, you should review carefully the risks and uncertainties described under the heading “Risk Factors” beginning on page 6 of this prospectus, and under similar headings in any amendments or supplements to this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is July 28, 2014

Sole Placement Agent

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ABOUT THIS PROSPECTUS

You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with additional information or information different from that contained in this prospectus. We are offering to sell, and seeking offers to buy, shares of our common stock and warrants only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of our common stock and warrants.

We anticipate affecting a reverse split of our authorized, and issued and outstanding shares of common stock prior to consummation of the Offering at a ratio of one-for-twenty (the Stock Consolidation), pending review and acceptance of the Stock Consolidation from the Financial Industry Regulatory Authority (FINRA). Each reference to shares of common stock in this prospectus is pre-Stock Consolidation, and does not reflect the one-for-twenty adjustment that will occur as a result of the Stock Consolidation. See also "Risk Factors" beginning on page 6.

Unless the context otherwise requires, the words "VistaGen Therapeutics, Inc." "VistaGen," "we," "the Company," "us" and " refer to VistaGen Therapeutics, Inc., a Nevada corporation. "VistaGen California" refers to VistaGen Therapeutics, Inc., a California corporation and our wholly owned subsidiary.

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PROSPECTUS SUMMARY

This summary highlights selected information appearing elsewhere in this prospectus and does not contain all the information you should consider before investing in our common stock and warrants. You should carefully read this prospectus in its entirety before investing in our common stock and warrants, including the section entitled "Risk Factors" and our financial statements and related notes included elsewhere in this prospectus.

Overview

We are a stem cell company headquartered in South San Francisco, California, focused on drug discovery, drug rescue and regenerative medicine. We believe better cells lead to better medicines™ and that the key to making better cells is precisely controlling the differentiation of human pluripotent stem cells, which are the building blocks of all cells of the human body. Our stem cell technology platform, which we refer to as Human Clinical Trials in a Test Tube, is based on a combination of proprietary and exclusively licensed technologies for controlling the differentiation of human pluripotent stem cells and producing the multiple types of mature, non-transformed, functional, adult human cells that we use, or plan to use, to reproduce complex human biology and disease and assess, in vitro, the potential therapeutic benefits and safety risks of new drug candidates.

We have used our stem cell-derived human cardiomyocytes (VSTA-CMs™) to design and develop CardioSafe 3D™, our novel, customized in vitro bioassay system for predicting potential cardiotoxicity of new drug candidates, including drug rescue candidates. We believe CardioSafe 3D is more comprehensive and clinically predictive than the hERG assay, currently the only in vitro cardiac safety assay required by FDA guidelines. Our stem cell-derived hepatocytes (VSTA-heps™), highly-functional, non-transformed, mature human hepatocytes, are the foundation of LiverSafe 3D™, our novel, customized bioassay system for predicting potential liver toxicity of new drug candidates, including potential drug metabolism issues and adverse drug-drug interactions. We believe our VSTA-heps have more functionally useful life-span in culture than primary (cadaver) hepatocytes used in FDA-required drug metabolism studies and overcome numerous problems related to commercially-available primary hepatocytes currently used in FDA-required in vitro hepatocyte assays for drug metabolism, such as limited supply, unknown health status of the donor and genetic differences. We believe our Human Clinical Trials in a Test Tube platform, anchored by VSTA-CMs, VSTA-heps, CardioSafe 3D and LiverSafe 3D, offers a new paradigm for evaluating and predicting potential heart and liver toxicity of new drug candidates, including drug rescue candidates, early in development, long before costly, high risk human clinical trials.

We believe using CardioSafe 3D and LiverSafe 3D for our drug rescue programs is the highest-value near term commercial application of the human cells we produce and the novel, customized bioassay systems we have designed and developed. Our drug rescue activities are focused on producing new, safer variants of still-promising new drug candidates previously discovered, optimized and tested for efficacy by pharmaceutical companies and others but terminated before FDA approval due to unexpected heart toxicity or liver toxicity. We refer to these still-promising new drug candidates as Drug Rescue Candidates™. Our drug rescue strategy involves leveraging CardioSafe 3D and LiverSafe 3D to attempt to significantly reduce the toxicity that caused Drug Rescue Candidates to be terminated, and bring new, safer versions of them back into development as promising proprietary new drug candidates. We refer to the new, safer versions of Drug Rescue Candidates we are focused on producing as Drug Rescue Variants™. We anticipate that each lead Drug Rescue Variant we optimize in vitro for safety and efficacy will be suitable as a new drug development program, either internally or under a revenue-generating out-license arrangement with a pharmaceutical or biotechnology company. We have identified and screened using our CardioSafe 3D assays multiple Drug Rescue Candidates. Together with our preexisting CardioSafe 3D validation data, we believe the results of our assessments demonstrate that CardioSafe 3D can correctly distinguish varying levels of cardiotoxicity between new drug candidates, including Drug Rescue Candidates and Drug Rescue Variants. We are now prepared to launch multiple CardioSafe 3D drug rescue programs with proceeds from this Offering.

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Risk Factors

Our business is subject to substantial risk. Please carefully consider the "Risk Factors" beginning on page 6 of this prospectus for a discussion of the factors you should carefully consider before deciding to purchase the securities offered by this prospectus. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. You should be able to bear a complete loss of your investment.

Corporate information

VistaGen Therapeutics, Inc. (formerly Excaliber Enterprises, Ltd.), a Nevada corporation, is the parent of VistaGen Therapeutics, Inc., a California corporation founded in 1998. Our principal executive offices are located at 343 Allerton Avenue, South San Francisco, California 94080, and our telephone number is (650) 577-3600. Our website address is www.vistagen.com. The information contained on our website is not part of this prospectus. We have included our website address as a factual reference and do not intend it to be an active link to our website.

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THE OFFERING

Securities offered	Up to 30,000,000 shares of common stock. Warrants to purchase up to 30,000,000 shares of common stock.
Common stock outstanding prior to Offering	25,506,877 shares (as of July 1, 2014).
Common stock outstanding after the Offering	55,506,877 shares (assuming no exercise of any of the warrants offered hereby).
Use of proceeds	We estimate that we will receive up to approximately $13.6 million in net proceeds from the sale of common stock in this Offering based on a price of $____ per share of common stock, assuming that the maximum Offering amount is sold, and after deducting the placement agent's commission and estimated Offering expenses payable by us. However, this is a best efforts offering, with no minimum, and there is no assurance that we will receive significant proceeds or enough proceeds to execute our business plan. We currently intend to use the net proceeds from the sale of the shares of common stock in this Offering for research and development, working capital needs, capital expenditures, extinguishment of indebtedness, and other general corporate purposes. See "Use of Proceeds" for additional information regarding the intended use of proceeds from the Offering, including information regarding the potential exchange or conversion of certain indebtedness into equity securities in the event we receive a minimum of $10.0 million in gross proceeds.
Stock consolidation	We intend to affect a reverse split of our authorized and issued and outstanding shares of common stock prior to consummation of the Offering at a ratio of one-for-twenty (the Stock Consolidation), pending review and acceptance of the Stock Consolidation from the Financial Industry Regulatory Authority (FINRA). Each reference to shares of common stock in this prospectus is pre-Stock Consolidation, and does not reflect the one-for-twenty adjustment anticipated as a result of the Stock Consolidation.
Dividend policy	We have never declared or paid and do not anticipate declaring or paying any cash dividends on our common stock in the near future. You should read the "Dividend Policy" section of this prospectus for more information on future declarations and

	payments of dividends.
OTCQB symbol	VSTA. There is no established trading market for the warrants and we do not expect a market to develop.
Risk factors	See “Risk Factors” beginning on page 6 of this prospectus for a discussion of factors you should carefully consider before investing in our securities.

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The number of shares of common stock to be outstanding after this Offering is based on 25,506,877 shares outstanding as of July 1, 2014, and does not include, as of that date:

up to 30,000,000 shares of common stock issuable upon the exercise of the warrants being offered in this Offering;

4,227,357 shares of common stock issuable upon the exercise of outstanding options under our 1999 Stock Incentive Plan and 2008 Stock Incentive Plan, of which approximately 3.73 million were exercisable as of July 1, 2014;

735,200 shares of common stock reserved for issuance in connection with future grants under our 2008 Stock Incentive Plan;

18,981,490 shares of common stock that have been reserved for issuance upon exercise of outstanding warrants, which have exercise prices ranging from $0.50 per share to $2.63 per share;

15,000,000 shares of common stock reserved for issuance upon the exchange of Series A Preferred Stock (Series A Preferred);

7,500,000 shares of common stock reserved for issuance upon the exercise of warrants issuable upon the exchange of Series A Preferred; and

shares of common stock reserved for issuance upon the exchange of newly created Series B Convertible Preferred Stock (Series B Preferred), which Series B Preferred will be issued upon automatic conversion of approximately $4.1 million of outstanding senior secured convertible promissory notes and related accrued interest upon consummation of the Offering, assuming gross proceeds from the Offering of at least $10.0 million. See “Description of Securities – Series B Preferred Stock” for a description of the Series B Preferred.

Platinum Notes

We have issued certain senior secured convertible promissory notes to Platinum Long Term Growth VII, LLC (Platinum) in the aggregate principal amount of $3,522,600 (Platinum Notes). Platinum and the Company have agreed to convert the Platinum Notes, including all accrued interest thereon, totaling approximately $4.1 million at July 1, 2014, into shares of newly created Series B Preferred upon consummation of the Offering, assuming the Offering results in gross cash proceeds to us of at least $10.0 million. See “Description of Securities – Series B Preferred Stock”. Upon conversion of the Platinum Notes, the security agreement executed by the parties securing all obligations under the terms of the Platinum Notes will be terminated, and be of no further force and effect. In addition, upon consummation of the Offering, assuming the Offering results in gross proceeds to us of at least $10.0 million, in addition to certain other changes, the exercise price of certain warrants issued to Platinum will be fixed at the price per share of common stock sold in the Offering.

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SUMMARY FINANCIAL DATA

The following table presents summary financial data for the periods indicated. The summary statements of operations data for the years ended March 31, 2014 and 2013 and the balance sheet data as of March 31, 2014 and 2013 have been derived from our audited financial statements and notes thereto, which are included elsewhere in this prospectus. Our historical results are not necessarily indicative of the results that may be expected in the future, and our interim results are not necessarily indicative of the results to be expected for the full fiscal year. You should read this information together with our financial statements and related notes, "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Use of Proceeds" and "Capitalization" included elsewhere in this prospectus.

(Dollars in thousands, except share and per share data)	Fiscal Year Ended March 31,	
	2014	2013
Revenues:		
Grant revenue	$ -	$ 200
Total revenues	-	200