

VistaGen Therapeutics, Inc.
Form 4
December 23, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Platinum Long Term Growth VII, LLC

2. Issuer Name and Ticker or Trading Symbol
VistaGen Therapeutics, Inc.
[VSTA.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2011

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

152 WEST 57TH STREET, 54TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

__X__ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock, par value \$0.001	12/22/2011		J ⁽¹⁾⁽²⁾		484,000	D	\$ 0 <u>(1)</u> <u>(2)</u>
					1,558,862	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: VistaGen Therapeutics, Inc. - Form 4

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Series A Preferred Stock	\$ 0	12/22/2011		J ⁽¹⁾⁽²⁾	45,980	12/22/2011 12/22/2031 ⁽³⁾	Common Stock 459

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Platinum Long Term Growth VII, LLC 152 WEST 57TH STREET 54TH FLOOR NEW YORK, NY 10019			X	

Signatures

/s/ OLIVER JIMENEZ
12/23/2011

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) On December 22, 2011, the Issuer and the Reporting Person entered into and closed a Common Stock Exchange Agreement whereby the Reporting Person delivered to the Issuer 484,000 shares of the Common Stock of the Issuer and the Issuer delivered to the Reporting Person 45,980 shares of Series A Preferred Stock. In addition to other rights, privileges and preferences, each share of Series A Preferred Stock is convertible into ten shares of the Common Stock of the Issuer.
- (2) The Certificate of Designation establishing the Series A Preferred Stock provides a limitation on conversion such that the number of shares of Common Stock that may be acquired by the holder upon conversion of the Series A Preferred Stock is limited to the extent necessary to ensure that, following such exercise, the total number of shares of Common Stock then beneficially owned by the holder does not exceed 9.99 percent of the total number of issued and outstanding shares of Common Stock, including for such purpose the shares of Common Stock issuable upon such conversion, of the Issuer without providing the Issuer with 61 days prior notice thereof.
- (3) There is no expiration of the conversion right.

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.