VistaGen Therapeutics, Inc.
Form S-1/A
May 10, 2016

As filed with the Securities and Exchange Commission on May 9, 2016

Registration No. 333-210152

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-1/A
(Amendment No. 3)

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
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)

Copies of all communications to:

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

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(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	[ ]	Smaller reporting company	[X]
(Do not check if a smaller reporting company)			

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities To Be Registered	Proposed Maximum Aggregate Offering Price (1)	Amount Of Registration Fee
Common stock, $0.001 par value (1)	$ 11,500,000	$ 1,158.05
Warrants to purchase shares of common stock (1) (2)	$ 115,000	$ 11.58
Shares of common stock issuable upon exercise of warrants (1)(3)(4)	$ 14,375,000	$ 1,447.56
Total	$ 25,990,000	$ 2,617.19 (5)

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (Securities Act). Includes offering price of securities that the underwriters have the option to purchase to cover over-allotments, if any.

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

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

(4) Pursuant to Rule 416, there is also being registered such indeterminable additional securities as may be issued to prevent dilution as a result of stock splits, stock dividends or similar transactions.

(5) Previously paid by the Registrant.

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.

The information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the U.S. Securities and Exchange Commission. These securities may not be sold until the registration statement becomes effective. This preliminary prospectus is not an offer to sell and is not a solicitation of an offer to buy in any jurisdiction in which an offer, solicitation, or sale is not permitted.

PRELIMINARY PROSPECTUS SUBJECT TO COMPLETION DATED MAY 9, 2016

2,352,942 Shares of Common Stock

and

Warrants to Purchase up to 2,352,942 Shares of Common Stock

VistaGen Therapeutics, Inc. is offering 2,352,942 shares of common stock and warrants to purchase up to 2,352,942 shares of our common stock to purchasers in this offering (the Offering). Each share of common stock will be sold at a price of $[___] per share, and will be accompanied by a warrant to purchase one share of common stock for $[____] per share (125% of the public offering price of our common stock) at a price of $0.01 per warrant. The common stock and warrants are immediately separable but can only be purchased together in this Offering. The warrants are exercisable immediately and expire five years from the date of issuance.

Currently, our common stock is quoted for trading on the OTC Markets (OTCQB) under the symbol “VSTA.” We have applied for listing of our common stock on the NASDAQ Capital Market under the symbol “VTGN.” Although we believe we will satisfy NASDAQ Capital Market listing requirements, no assurance can be given that such listing will be achieved in a timely manner or at all. There is no established public trading market for the warrants, and we do not intend to apply to list the warrants on any securities exchange or automated quotation system.

On May 6, 2016, the closing price for our common stock, as quoted on the OTCQB, was $7.00 per share. Quotes on the OTCQB may not be indicative of the market price of our common stock on a national securities exchange, including the NASDAQ Capital Market.

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.

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.

	Per share	Per warrant	Total
Public offering price	$	$	$
Underwriting discounts and commissions (1)	$	$	$
Offering proceeds, before expenses	$	$	$

(1) We have agreed to reimburse the underwriters for certain expenses and the underwriters will receive compensation in addition to underwriting discounts and commissions. See the section titled “Underwriting” for additional disclosure regarding underwriter compensation and offering expenses.

We granted the underwriters a 45-day option the right to purchase an additional 352,942 shares of common stock and/or warrants to purchase up to an additional 352,942 shares of common stock from us at the offering price, less the underwriting discounts and commissions, to cover over-allotments, if any.

The underwriters expect to deliver the shares of common stock and warrants to purchasers on or about [__], 2016.

Joint Book-Running Managers

Chardan WallachBeth Capital, LLC

The date of this prospectus is [__], 2016

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ABOUT THIS PROSPECTUS

You should rely only on the information contained in this prospectus. We and the underwriters have not authorized anyone to provide any information or to make any representations other than those contained in this prospectus or in any free writing prospectuses we have prepared. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may provide you. We are offering to sell, and seeking offers to buy, our securities 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 of any sale of our securities.

This prospectus includes industry and market data that we obtained from industry publications, internal estimates and other third-party sources. These sources may include government and industry sources. Industry publications and surveys generally state that the information contained therein has been obtained from sources believed to be reliable. Although we believe the industry and market data to be reliable as of the date of this prospectus, this information could prove to be inaccurate. Industry and market data could be wrong because of the method by which sources obtained their data and because information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties. In addition, we do not know all of the assumptions regarding general economic conditions or growth that were used in preparing the forecasts from the sources relied upon or cited herein.

Unless the context otherwise requires, the words "VistaGen Therapeutics, Inc." "VistaGen," "we," "the Company," "us" and "o 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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FORWARD-LOOKING STATEMENTS

This prospectus, including the information incorporated by reference, contains forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. The use of any statements containing the words “intend,” “believe,” “estimate,” “project,” “expect,” “anticipate,” “plan,” “should” or similar expressions are intended to identify such statements. Forward-looking statements inherently involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, changes in demand for our products and services, changes in the level of operating expenses, our ability to execute our business and operating plan, changes in general economic conditions that impact government spending, regulatory issues, dependence on third party suppliers, and other risks detailed in this prospectus under the heading “Risk Factors” and in our periodic report filings with the Securities and Exchange Commission (SEC).

Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made, and we assume no duty to and do not undertake to update forward-looking statements. These forward-looking statements may not meet the safe harbor for forward-looking statements pursuant to Sections 21E or 27A of the Securities Act of 1933, as amended (Securities Act). Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance.

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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. You should carefully read this prospectus in its entirety before investing in our common stock, including the section entitled "Risk Factors" and our financial statements and related notes included elsewhere in this prospectus.

Overview

We are a clinical-stage biopharmaceutical company dedicated to developing and commercializing innovative product candidates for patients with diseases and disorders involving the central nervous system (CNS). Our lead product candidate, AV-101, is a next generation, orally available prodrug candidate in Phase 2 development, initially for the adjunctive treatment of Major Depressive Disorder (MDD) in patients with an inadequate response to standard antidepressants.

AV-101's mechanism of action, as an N-methyl D aspartate receptor (NMDAR) antagonist binding selectively at the glycine binding (GlyB) co-agonist site of the NMDAR, is fundamentally differentiated from all antidepressants, as well as all atypical antipsychotics used adjunctively with standard antidepressants, currently approved by the U.S. Food and Drug Administration (FDA).

Our ongoing Phase 2a clinical study of AV-101 in subjects with treatment-resistant MDD is being conducted and funded by the U.S. National Institutes of Mental Health (NIMH) under our February 2015 Cooperative Research and Development Agreement (CRADA) with the NIMH. The first patient in this NIMH-sponsored Phase 2a study was dosed in November 2015. We anticipate results from this study in the second quarter of 2017. The Principal Investigator of the study is Dr. Carlos Zarate, Jr., Chief of the NIMH's Experimental Therapeutics & Pathophysiology Branch and its Section on Neurobiology and Treatment of Mood and Anxiety Disorders. Previous NIMH studies, including studies conducted by Dr. Zarate, have focused on the rapid onset antidepressant effects of intravenous (I.V.) ketamine in adult patients with treatment resistant MDD. These NIMH studies, as well as clinical research by others, have demonstrated robust antidepressant effects in patients with treatment-resistant MDD within hours of a single low dose of I.V. ketamine and stimulated research and development around a new generation of antidepressants, including AV-101, with potential to deliver ketamine-like fast-onset antidepressant benefits without its dissociative and other side effects. AV-101 is similar to ketamine because it acts on NMDA receptors. AV-101 is substantially safer than ketamine, however, because ketamine blocks the ion channel of NMDA receptors and AV-101 down-regulates NMDA receptors through the GlyB site.

Currently, we are preparing to launch our Phase 2b clinical study of AV-101 for the adjunctive treatment of MDD in patients with an inadequate response to standard antidepressants. We anticipate commencement of this potentially pivotal, multi-center, multi-dose, double blind, placebo-controlled Phase 2b efficacy and safety study in the fourth quarter of 2016. Dr. Maurizio Fava, Professor of Psychiatry at Harvard Medical School and Director, Division of Clinical Research, Massachusetts General Hospital (MGH) Research Institute and Executive Director, MGH Clinical Trials Network and Institute, will be the Principal Investigator of our Phase 2b study.

We also believe AV-101 has broad therapeutic utility with multiple near term CNS pipeline expansion opportunities, including chronic neuropathic pain, epilepsy, Huntington's disease and Parkinson's disease.

In addition to clinical development of AV-101, we are also focused on establishing strategic collaborations to advance potential commercial applications of our human pluripotent stem cell (hPSC) technology platform, including drug rescue to develop proprietary new chemical entities (NCEs) for our internal drug candidate pipeline, and regenerative medicine (RM) using blood, cartilage, heart and liver cells derived from our hPSC technology.

AV-101 and Major Depressive Disorder

Background

The World Health Organization (WHO) estimates that 350 million people worldwide are affected by depression. According to the U.S. National Institutes of Health (NIH) major depression is one of the most common mental disorders in the U.S. The NIMH reports that, in 2014, an estimated 15.7 million adults aged 18 or older in the U.S. had at least one major depressive episode in the past year. This represented 6.7 percent of all U.S. adults. According to the U.S. Centers for Disease Control and Prevention (CDC) one in 10 Americans takes an antidepressant medication.

Most standard blockbuster antidepressants target neurotransmitter reuptake inhibition - serotonin (SSRIs) or serotonin/norepinephrine (SNRIs). Even when effective, standard antidepressants take many weeks to achieve adequate therapeutic benefits. Nearly two out of every three drug-treated depression patients obtain no benefit from initial treatment using standard antidepressants and have significant side effects, including anxiety, metabolic syndrome, sleep disturbance and sexual dysfunction. All standard antidepressants have a “Black Box” warning due to safety risks, including, in certain groups, worsening depression and risk of suicide. Unfortunately, even after treatment with as many as four different standard antidepressants, nearly one out of every three drug-treated depression patients do not achieve an adequate therapeutic response. These patients often transition to using atypical antipsychotics to augment their use of standard antidepressants. However, adjunctive use of atypical antipsychotics increases risk of serious side effects, including tardive dyskinesia, significant weight gain, diabetes and heart disease, while offering only a modest (10% to 20%) potential increase in therapeutic benefit.

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AV-101

AV-101, our orally available prodrug candidate, is in Phase 2 clinical development for the adjunctive treatment of MDD patients with an inadequate response to standard antidepressants. As published in the October 2015 issue of the peer-reviewed, Journal of Pharmacology and Experimental Therapeutics, in an article entitled, The prodrug 4-chlorokynurenine causes ketamine-like antidepressant effects, but not side effects, by NMDA/glycineB-site inhibition, using well-established preclinical models of depression, AV-101 was shown to induce fast-acting, dose-dependent, persistent and statistically significant antidepressant-like responses, following a single treatment. These responses were equivalent to those seen with a single, sub-anesthetic control dose of the NMDAR antagonist ketamine. In the same preclinical studies, the SSRI fluoxetine did not induce rapid onset antidepressant-like responses.

Following the completion of our randomized, double blind, placebo-controlled Phase 1a and Phase 1b safety studies funded by the NIH, we are now collaborating with the NIMH under our February 2015 CRADA. Pursuant to the CRADA, the NIMH is sponsoring our ongoing Phase 2a efficacy and safety study of AV-101 in subjects with treatment-resistant MDD. The first patient in this study was dosed in November 2015. The trial is expected to enroll 24 to 28 patients, and results are expected in the second quarter of 2017. The Principal Investigator of this NIMH-sponsored Phase 2a study is Dr. Carlos Zarate, Jr. We are now preparing to launch our potentially pivotal Phase 2b clinical study of AV-101 for the adjunctive treatment of MDD in patients with an inadequate response to standard antidepressants in the fourth quarter of 2016. This study is expected to enroll approximately 315 patients. The Principal Investigator of this potentially pivotal AV-101 Phase 2b MDD study will be Dr. Maurizio Fava of Harvard Medical School.

Preclinical studies also support the hypothesis that AV-101 has the potential to treat several additional CNS disorders and neurodegenerative diseases, including chronic neuropathic pain, epilepsy, Parkinson’s disease and Huntington’s disease, where modulation of the NMDAR or active metabolites of AV-101 may achieve therapeutic benefit.

CardioSafe 3D™; NCE Drug Rescue and Regenerative Medicine

CardioSafe 3D™ is our customized in vitro cardiac bioassay system capable of predicting potential human heart toxicity of NCEs in vitro, long before they are ever tested in animal and human studies. Our current strategic interests involving CardioSafe 3D and our stem cell technology platform include collaborative arrangements focused on both (i) drug rescue designed to leverage substantial prior investments by pharmaceutical companies and others related to screening large-scale compound libraries, and optimizing and testing for efficacy NCEs terminated before FDA approval due to heart toxicity risks and now available in the public domain and (ii) nonclinical proof of concept studies to explore potential commercial RM applications involving hPSC-derived blood, bone, cartilage, heart and liver cells.

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. These risks include, among others:

- we are a development stage biopharmaceutical company with no current revenues or approved products, and limited experience developing new drug, biological and/or regenerative medicine

candidates, which makes it difficult to assess our future viability;

we depend heavily on the success of AV-101, and we cannot be certain that we will be able to obtain regulatory approval for, or successfully commercialize, AV-101, or any product candidate;

failures or delays in the commencement or completion of our planned clinical trials could delay, prevent or limit our ability to generate revenue and continue our business;

we face significant competition, and if we are unable to compete effectively, we may not be able to achieve or maintain significant market penetration or improve our results of operations;

some of our programs have been partially supported by government grants, which may not be available to us in the future;

if we are unable to adequately protect our proprietary technology, or obtain and maintain issued patents that are sufficient to protect our product candidates, others could compete against us more directly, which would have a material adverse impact on our business, results of operations, financial condition and prospects; and

we have incurred significant net losses since inception and we will continue to incur substantial operating losses for the foreseeable future.

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., 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

Common stock offered by us	2,352,942 shares of common stock.
Warrants offered by us	Each share of common stock sold in this Offering will be accompanied by a warrant to purchase one share of our common stock, at a price of $[____] per share (125% of the public offering price of our common stock). The warrants will be immediately exercisable, and may be exercised for a period of five years following the date of issuance.
Common stock outstanding prior to Offering	2,525,276 shares (as of May 6, 2016).
Over-allotment option	The underwriters have an option for a period of 45 days to purchase up to 352,942 additional shares of common stock and/or warrants to purchase up to 352,942 additional shares of common stock from us at the public offering price, less underwriting discounts and commissions solely to cover over-allotments.
Common stock outstanding after the Offering	7,620,293 shares (assuming no exercise of any of the warrants offered hereby), or 9,973,293 shares if the warrants offered hereby are exercised in full.
Use of proceeds	We estimate that net proceeds to us from this Offering will be approximately $[___] million, or approximately $[___] million if the underwriters exercise their option to purchase additional shares and/or warrants in full, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. We currently intend to use the net proceeds from this Offering for research and development, working capital needs, capital expenditures and other general corporate purposes. See “Use of Proceeds” for additional information regarding the intended use of proceeds from the Offering.
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 common stock symbol	VSTA.
NASDAQ application	We have applied to have our common stock listed on The NASDAQ Capital Market under the symbol "VTGN." No assurance can be given that our application will be approved. There is no established public trading market for the warrants and we do not intend to apply to list the warrants on a securities exchange or automated quotation system.
Risk factors	An investment in our Company is highly speculative and involves a significant degree of risk. See "Risk Factors" beginning on page 6 of this prospectus for a discussion of factors you should carefully consider before investing in our securities.

The number of shares of common stock to be outstanding after this Offering is based on 2,525,276 shares outstanding as of May 6, 2016 and does not include, as of that date:

331,987 shares of common stock issuable upon the exercise of outstanding options under our 1999 Stock Incentive Plan and 2008 Stock Incentive Plan, with a weighted average exercise price of $9.55 per share, of which approximately 196,779 were exercisable as of May 6, 2016;

665,242 shares of common stock reserved for issuance in connection with future grants under our 2008 Stock Incentive Plan;

1,901,103 shares of common stock that have been reserved for issuance upon exercise of outstanding warrants, which have exercise prices ranging from $7.00 per share to $30.00 per share, and a weighted average exercise price of $8.17 per share;

750,000 shares of common stock reserved for issuance upon conversion of 500,000 shares our Series A Preferred Stock (Series A Preferred);

1,173,669 shares of common stock reserved for issuance upon conversion of the same number of shares of our 10% Series B Convertible Preferred Stock (Series B Preferred) which are not subject to automatic conversion into an equal number of shares of common stock upon completion of this Offering;

2,318,012 shares of common stock reserved for issuance upon the exchange of Series C Convertible Preferred Stock (Series C Preferred); and

Up to 2,352,942 shares of common stock issuable upon exercise of warrants to be issued to purchasers in this Offering at an exercise price equal to 125% of the per share offering price.

Unless otherwise indicated, this prospectus reflects and assumes the following:

- no exercise of options or warrants outstanding as of May 6, 2016;
- the automatic conversion of approximately 2,521,622 shares of our Series B Preferred, which conversions will automatically take place upon consummation of the Offering, and the issuance of approximately 220,453 shares of common stock as payment of accrued but unpaid dividends on those shares of Series B Preferred automatically converted upon completion of the Offering; and
- no exercise by the underwriters of their option to purchase up to 352,942 additional shares of common stock and/or warrants to purchase up to 352,942 shares of common stock from us, and no exercise of the warrants issued to the purchasers in connection with this Offering.

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SUMMARY CONSOLIDATED FINANCIAL DATA

The following tables summarize our consolidated financial data. We have derived the summary consolidated statement of operations data for the years ended March 31, 2015 and 2014 from our audited consolidated financial statements included elsewhere in this prospectus. We have derived the summary consolidated statement of operations data for the nine-months ended December 31, 2015 and 2014 and our balance sheet data as of December 31, 2015 from our unaudited interim consolidated financial statements included elsewhere in this prospectus. The unaudited interim consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and reflect, in our opinion, only adjustments of a normal, recurring nature that are necessary for a fair statement of the unaudited interim consolidated financial statements. Our results for the nine months ended December 31, 2015 are not necessarily indicative of results to be expected for the full year or any other period. The following summary consolidated financial data should be read in conjunction with the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes included elsewhere in this prospectus.

	Fiscal Year Ended March 31,		Nine-Months Ended December 31,	
	2015	2014	2015	2014
Consolidated Statement of Operations Data:	(in thousands, except per share amounts)			
Operating expenses:				
Research and development	$ 2,433	$ 2,481	$ 2,835	$ 1,477
General and administrative	4,344	2,548	6,515	2,024
Total operating expenses	6,777	5,029	9,350	3,501
Loss from operations	(6,777)	(5,029)	(9,350)	(3,501)
Other expenses, net:				
Interest expense, net	(4,549)	(1,503)	(770)	(2,183)
Change in warrant liabilities	(35)	3,567	(1,895)	528
Loss on early extinguishment of debt	(2,388)	-	(26,700)	(2,371)
Other expense	(135)	-	(2)	(135)
Loss before income taxes	(13,884)	(2,965)	(38,717)	(7,662)
Income taxes	(2)	(3)	(2)	(2)
Net loss	(13,886)	(2,968)	(38,719)	(7,664)
Accrued dividend on Series B Preferred Stock	-	-	(1,459)	-
Deemed dividend on Series B Preferred Units	-	-	(1,812)	-
Net loss attributable to common stockholders	$ (13,886)	$ (2,968)	$ (41,990)	$ (7,664)
Basic net loss attributable to common stockholders per common share	$ (10.53)	$ (2.70)	$ (25.45)	$ (6.03)