

VistaGen Therapeutics, Inc.  
Form 8-A12B  
May 03, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

VISTAGEN THERAPEUTICS, INC.  
(Exact Name of Registrant as Specified in Its Charter)

NEVADA  
(State or Other Jurisdiction of Incorporation)                      20-5093315  
(IRS Employer Identification No.)

343 Allerton Avenue  
South San Francisco, California                      94080  
(Address of Principal Executive Offices)                      (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
Common Stock, par value \$0.001 per share	The NASDAQ Stock Market LLC

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.  x

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.  o

Securities Act registration statement file number to which this form relates: 333-210152

Securities to be registered pursuant to Section 12(g) of the Act: None

FORM 8-A

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The information required by this Item 1 is incorporated herein by reference to the information set forth under the caption "Description of Securities" in the prospectus forming a part of the Registrant's Registration Statement on Form S-1 (File No. 333-210152), originally filed with the U.S. Securities and Exchange Commission (the "Commission") on March 14, 2016, as amended from time to time (the "Registration Statement"). In addition, any description of such securities contained in a form of prospectus relating to the Registration Statement subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

Because no other securities of the registrant are registered on the NASDAQ Stock Market LLC, and the securities being registered by this Form 8-A are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended, no exhibits are required to be filed with this Form 8-A.

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

VISTAGEN THERAPEUTICS, INC.

Date: May 3, 2016

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