

VistaGen Therapeutics, Inc.  
Form NT 10-Q  
August 16, 2011

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

FORM 12b-25

Commission  
File Number: 000-54014

NOTIFICATION OF  
LATE FILING

CUSIP Number: 92840H 103

(Check One):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form 10-D  Form N-SAR  Form N-CSR

For Period Ended: June 30, 2011

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

VistaGen Therapeutics, Inc.  
Full Name of Registrant

Excaliber Enterprises, Ltd.  
Former Name if Applicable

384 Oyster Point Boulevard, No. 8  
Address of Principal Executive Office (Street and Number)

Edgar Filing: VistaGen Therapeutics, Inc. - Form NT 10-Q

South San Francisco, CA 94080  
City, State and Zip Code

---

PART II — RULES 12b-25(b) and (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, NCSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Due to the concurrent completion, on May 11, 2011, of material financing and merger transactions involving the Registrant, which transactions impact information required under Item 1 (Financial Statements) and Item 2 (Management's Discussion and Analysis of Financial Condition and Results of Operations), the Registrant was unable to finalize and file its quarterly report on Form 10-Q by August 15, 2011 without unreasonable effort or expense. The Registrant will file such quarterly report on or before August 22, 2011.

PART IV — OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

A. Franklin Rice, MBA (Name)	650 (Area Code)	244-9997 ext. 223 (Telephone Number)
---------------------------------	--------------------	---

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).  Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

The financial statements which will be filed with the Registrant's quarterly report on Form 10-Q for its quarter ended June 30, 2011 will include the consolidated financial statements of VistaGen Therapeutics, Inc., a California corporation, and the Registrant.

VistaGen Therapeutics, Inc.  
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 16, 2011

By: /s/ A. Franklin Rice, MBA  
A. Franklin Rice, MBA  
Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).