
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Pasithea Therapeutics Corp.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

70261F202

(CUSIP Number)

Tiago Reis Marques
Chief Executive Officer, 1111 Lincoln Road, Suite 500
Miami Beach, FL, 33139
(702) 514-4174

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

03/01/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 70261F202

1	Name of reporting person Lawrence Steinman
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) PF

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 83,858.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 83,858.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 83,858.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 3.1 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person:
See Item 5 for additional information.

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, par value \$0.0001 per share

(b) Name of Issuer:

Pasithea Therapeutics Corp.

(c) Address of Issuer's Principal Executive Offices:

1111 Lincoln Road, Suite 500, Miami Beach, FLORIDA , 33139.

Item 1 Comment:

Item 1 of the Schedule 13D is hereby supplemented as follows:

This Amendment No. 1 (this "Amendment") amends and supplements the Schedule 13D filed by the Reporting Person (as defined in Item 2 of the Schedule 13D) with the Securities and Exchange Commission (the "SEC") on June 8, 2023 (the "Schedule 13D"). Except as specifically provided herein, this Amendment does not modify or amend any of the information previously reported on the Schedule 13D. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby supplemented as follows:

The information contained in rows 7, 8, 9, 10, 11 and 13 of the cover pages of this Amendment is hereby incorporated by reference in its entirety into this Item 3.

On March 1, 2024, the Issuer granted the Reporting Person stock options to purchase 7,500 shares of Common Stock, which vest over three years, in connection with his position as the Executive Chairman of the Board of Directors for no consideration.

Item 5. Interest in Securities of the Issuer

- (a) Item 5 of the Schedule 13D is hereby supplemented as follows:

The information contained in rows 7, 8, 9, 10, 11 and 13 of the cover pages of this Amendment is hereby incorporated by reference in its entirety into this Item 5.

As of March 1, 2025 and the date hereof, the Reporting Person may be deemed to beneficially own an aggregate of 83,858 shares of Common Stock of the Issuer, consisting of (i) 66,358 shares of Common Stock, (ii) warrants to purchase up to 10,000 shares of Common Stock, and (iii) vested stocks options exercisable for up to 7,500 shares of Common Stock. This excludes 5,000 shares of Common Stock underlying stock options that are not exercisable within 60 days as of March 1, 2025 and the date hereof. As a result of the foregoing, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, the Reporting Person may be deemed to beneficially own 83,858 shares of Common Stock, representing 3.1% of the Issuer's outstanding shares of Common Stock (based on 2,705,263 shares of Common Stock issued and outstanding as of March 1, 2025 and the date hereof, as reported directly by the Issuer to the Reporting Person).

- (b) As of March 1, 2025 and the date hereof, the Reporting Person may be deemed to be the beneficial owner of an aggregate of 83,858 shares of Common Stock, all of which the Reporting Person has the sole voting and dispositive power.
- (c) On March 1, 2025, 2,500 shares of Common Stock underlying stock options that the Issuer previously granted to the Reporting Person in connection with his position as the Executive Chairman of the Board of Directors vested. There were no other transactions by the Reporting Person in shares of Common Stock during the period commencing sixty (60) days prior to or on March 1, 2025 and the date hereof.
- (e) The Reporting Person ceased to be the beneficial owner of five percent (5%) or more of the issued and outstanding Common Stock of the Issuer on March 1, 2025.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended and restated as follows:

The information contained in rows 7, 8, 9, 10, 11 and 13 of the cover pages of the Schedule 13D and this Amendment and the information set forth in or incorporated by reference in Item 2, Item 3, Item 4 and Item 5 of the Schedule 13D and this Amendment, as applicable, is hereby incorporated by reference in its entirety into this Item 6.

The Reporting Person, in his capacity as the Executive Chairman of the Board of Directors of the Issuer may be entitled to receive cash compensation and equity compensation, including stock option or other equity awards, pursuant to the Issuer's 2023 Stock Incentive Plan. The Reporting Person will serve as the Executive Chairman of the Board of Directors of the Issuer until his successor has been elected and qualified or until the earlier of his resignation or removal.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Lawrence Steinman

Signature: /s/ Lawrence Steinman
Name/Title: Lawrence Steinman
Date: 03/06/2025