

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 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Pasithea Therapeutics Corp.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State of Incorporation
or Organization)

85-1591963

(I.R.S. Employer
Identification No.)

1111 Lincoln Road, Suite 500
Miami Beach, FL

(Address of Principal Executive Offices)

33139

(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 \$0.0001 per share	The NASDAQ Stock Market LLC
Warrants to purchase shares of Common Stock, par value \$0.0001 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) or (e), check the following box.

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) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement file number to which this form relates: 333-255205.

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

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

A description of the securities to be registered hereunder is contained in the section entitled "Description of Capital Stock" in the Prospectus included in Pasithea Therapeutics Corp.'s (the "Registrant's") Registration Statement on Form S-1 (Registration No. 333-255205) initially filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, on April 13, 2021, as amended from time to time (the "Registration Statement") which information is incorporated herein by reference. The description of the securities included in any form of prospectus or prospectus supplement to the Registration Statement that is filed subsequently to the Registration Statement is hereby also incorporated by reference herein.

Item 2. Exhibits.

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

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.

Date: September 13, 2021

PASITHEA THERAPEUTICS CORP.

By: /s/ Tiago Reis Marques
Name: Tiago Reis Marques
Title: Chief Executive Officer