

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

FORM S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Pasithea Therapeutics Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

2834

(Primary Standard Industrial
Classification Code Number)

85-1591963

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

**1111 Lincoln Road
Suite 500
Miami Beach, FL 33139
702-514-4174**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Dr. Tiago Reis Marques
Chief Executive Officer
Pasithea Therapeutics Corp.
1111 Lincoln Road
Suite 500
Miami Beach, FL 33139
702-514-4174**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Robert Cohen
Richard Bass
McDermott Will & Emery LLP
340 Madison Avenue
New York, NY 10173-1922
Telephone: (212) 547-5885**

**Richard Friedman
Stephen Cohen
Nazia J. Khan
Sheppard, Mullin, Richter & Hampton LLP
30 Rockefeller Plaza
New York, NY 10112-0015
Telephone: (212) 653-8700**

**Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement is declared 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 of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) 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. 333-255205

If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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.

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, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(1)
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Units consisting of:

(i) Common stock, \$0.0001 par value per share	\$	4,266,664	\$	465.49
(ii) Warrants to purchase shares of common stock, par value \$0.0001 per share(3)(4)		-		-
Shares of common stock, par value \$0.0001 per share underlying Warrants	\$	5,333,336	\$	581.87
Representative's Warrants to purchase shares of common stock(5)		-		-
Common stock issuable upon exercise of Representative's Warrants(6)	\$	256,000	\$	27.93
Total	\$	<u>9,856,005</u>	\$	<u>1,075.29</u>

- (1) The registration fee is calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act"), based on the proposed maximum aggregate offering price. The Registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$53,899,995 on a Registration Statement on Form S-1, as amended (File No. 333-255205), which was declared effective by the Securities and Exchange Commission on September 14, 2021. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$9,856,005 is hereby registered, which includes the additional shares of common stock and warrants to purchase shares of common stock issuable upon the exercise of the underwriters' option to purchase additional shares of common stock and warrants to purchase shares of common stock to cover over-allotments, if any.
- (2) Pursuant to Rule 416 under the Securities Act, the common stock registered hereby also include an indeterminate number of additional common stock as may from time to time become issuable by reason of stock splits, stock dividends, recapitalizations or other similar transactions.
- (3) In accordance with Rule 457(i) under the Securities Act, no separate registration fee is required with respect to the warrants registered hereby.
- (4) There will be issued warrants to purchase one share of common stock. The warrants are exercisable at a per share exercise price equal to 125% of the offering price of one Unit.
- (5) No separate registration fee is required pursuant to Rule 457(g) under the Securities Act.
- (6) The Registrant agreed to issue, at the closing of this offering, warrants to EF Hutton, division of Benchmark Investments, LLC, as representative of the underwriters, entitling it to purchase 5% of the aggregate (i) Units and (ii) shares of common stock and/or warrants to cover over-allotments, if any, being sold in this offering. The exercise price of the warrants is equal to 120% of the offering price of one Unit offered hereby.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission (the "SEC"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). This Registration Statement relates to the public offering of units ("Units"), each Unit consisting of one share of common stock ("Common Stock"), par value \$0.0001 per share, and one warrant ("Warrant") to purchase one share of Common Stock (and the shares issuable from time to time upon exercise of the Warrants), of Pasithea Therapeutics Corp. (the "Registrant"), contemplated by the Registration Statement on Form S-1, as amended (File No. 333-255205), initially filed with the SEC by the Registrant on April 13, 2021 (as amended, the "Prior Registration Statement") pursuant to the Securities Act, which was declared effective by the SEC on September 14, 2021. The contents of the Prior Registration Statement, including all amendments and exhibits thereto, are incorporated by reference into this Registration Statement.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of the Units to be offered in the public offering by \$9,856,005, which includes additional shares of Common Stock and/or additional Warrants to purchase shares of Common Stock that the underwriters have the option to purchase, solely to cover over-allotments, if any. The additional Units that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith or incorporated by reference herein

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	Opinion of McDermott Will & Emery LLP
23.1	Consent of Independent Registered Public Accounting Firm (Marcum LLP)
23.2	Consent of McDermott Will & Emery LLP (included in Exhibit 5.1)
24.1*	Power of Attorney

* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No 333-255205), initially filed with the SEC on April 13, 2021 and incorporated by reference therein.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Miami, Florida, on this 14th day of September 2021.

PASITHEA THERAPEUTICS CORP.

By: /s/ Dr. Tiago Reis Marques
Dr. Tiago Reis Marques
Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities held on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dr. Tiago Reis Marques</u> Dr. Tiago Reis Marques	Chief Executive Officer and Director (principal executive officer)	September 14, 2021
* <u>Stanley M. Gloss</u>	Chief Financial Officer (principal financial and accounting officer)	September 14, 2021
* <u>Dr. Yassine Bendiabdallah</u>	Chief Operating Officer and Director (principal operating officer)	September 14, 2021
* <u>Prof. Lawrence Steinman</u>	Director	September 14, 2021
* <u>Simon Dumesnil</u>	Director	September 14, 2021
* <u>Dr. Emer Leahy</u>	Director	September 14, 2021
<u>/s/ Dr. Tiago Reis Marques</u> Attorney-in-Fact		September 14, 2021



September 14, 2021

Pasithea Therapeutics Corp.
 1111 Lincoln Road
 Suite 500
 Miami Beach, FL 33139

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to Pasithea Therapeutics Corp., a Delaware corporation (the "Company"), in connection (i) with the preparation of the Company's registration statement on Form S-1, Registration No. 333- 255205, under the Securities Act of 1933, as amended (the "Securities Act"), initially filed by the Company with the Securities and Exchange Commission (the "Commission") on April 13, 2021, as thereafter amended or supplemented (the "Prior Registration Statement") and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act (the "462(b) Registration Statement", and together with the Prior Registration Statement, the "Registration Statement"). This opinion letter is being furnished to you in connection with your filing of the 462(b) Registration Statement relating to the registration of the offering by the Company of (A) a proposed maximum aggregate offering price of \$4,226,664 of common stock, par value \$0.0001 per share (the "Common Stock" and each such share of Common Stock, a "Share" and collectively, the "Shares") (B) a proposed maximum aggregate offering price of \$5,333,336 of warrants (the "Common Stock Warrants") to purchase shares of Common Stock (the "Common Stock Warrant Shares") and (C) a proposed maximum aggregate offering price of \$256,000 of warrants (the "Underwriter Warrants" and together with the Common Stock Warrants, the "Warrants") to purchase shares of Common Stock (the "Underwriter Warrant Shares" and together with the Common Stock Warrant Shares, the "Warrant Shares") to be issued to EF Hutton, division of Benchmark Investments, LLC (the "Underwriter") as compensation for its services pursuant to an underwriting agreement to be entered into by and between the Company and the Underwriter, substantially in the form of which was filed as Exhibit 1.1 to the Registration Statement (the "Underwriting Agreement"). The Shares and the Warrant Shares are collectively referred to as the "Securities." This opinion is in addition to our opinion that was filed as Exhibit 5.1 to the Company's Prior Registration Statement.

In rendering the opinion set forth herein, we have examined the originals, or photostatic or certified copies, of (i) the Amended and Restated Certificate of Incorporation and Bylaws of the Company, (ii) certain resolutions of the Board of Directors of the Company related to the filing of the Registration Statement, the authorization and issuance of the Securities and related matters, (iii) the Registration Statement and all exhibits thereto, (iv) the form of Warrant Agent Agreement to be entered into with VStock Transfer, LLC, as warrant agent (the "Warrant Agent"), including the form of Common Stock Warrant contained therein, (v) the form of Underwriting Agreement to be entered into with the Underwriter, (vi) the form of the Underwriter Warrant, and (vii) such other records, documents and instruments as we deemed relevant and necessary for purposes of the opinion stated herein.

In making the foregoing examination we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as photostatic or certified copies, and the authenticity of the originals of such copies. As to all questions of fact material to this opinion, where such facts have not been independently established, we have relied, to the extent we have deemed reasonably appropriate, upon representations or certificates of officers of the Company or governmental officials.

We have assumed that the specific terms of the sale of Securities will be duly authorized by the Board of Directors of the Company, a duly authorized committee thereof or a person or body pursuant to an authorization granted in accordance with Section 152 of the General Corporation Law of the State of Delaware.

We do not express any opinion herein concerning any law other than the General Corporation Law of the State of Delaware.

Based upon the foregoing, and subject to the qualifications, assumptions, limitations and exceptions stated herein, we are of the opinion that:

1. Based upon the foregoing and subject to the qualifications and provisions set forth herein, we are of the opinion as of this date that the Warrants have been duly authorized by the Company and when executed, issued and delivered by the Company in accordance with the Warrant Agent Agreement and paid for as contemplated by the Underwriting Agreement and in a manner described in the Registration Statement, the Warrants will be valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms.
2. Based upon the foregoing and subject to the qualifications and provisions set forth herein, we are of the opinion as of this date that the Underwriting Warrants have been duly authorized by the Company and when executed, issued and delivered by the Company in accordance with the Underwriting Agreement and in a manner described in the Registration Statement, the Underwriting Warrants will be valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms.
3. Based upon the foregoing and subject to the qualifications and provisions set forth herein, we are of the opinion as of this date that the Shares have been duly authorized by the Company and when issued by the Company against payment therefor in accordance with the Underwriting Agreement and in a manner described in the Registration Statement, the Shares will be validly issued, fully paid and nonassessable.
4. Based upon the foregoing and subject to the qualifications and provisions set forth herein, we are of the opinion as of this date that the Warrant Shares have been duly authorized by the Company, and assuming that the full consideration for each Warrant Share issuable upon exercise of the Warrants, as applicable, is received by the Company, and the Warrants, as applicable, (i) are exercised, in accordance with their terms, and (ii) are executed, issued and delivered by the Company in accordance with the Underwriting Agreement and in a manner described in the Registration Statement, the Warrant Shares will be validly issued, fully paid and nonassessable.

This opinion speaks only as of the date hereof. We expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this opinion that might affect the opinions expressed therein.

We hereby consent to the submission of this opinion to the Commission as an exhibit to the Registration Statement. We hereby also consent to the reference to our firm under the caption "Legal Matters" in the Registration Statement. We do not admit in providing such consent that we are included within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations of the Commission thereunder.

Sincerely,

/s/ McDermott Will & Emery LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the inclusion in this Registration Statement of Pasithea Therapeutics Corp. on Form S-1 MEF [FILE NO. 333-255205] of our report dated April 13, 2021, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audit of the consolidated financial statements of Pasithea Therapeutics Corp. as of December 31, 2020 and for the period from May 12, 2020 (inception) through December 31, 2020, which report appears in the Prospectus, which is part of this Registration Statement. We also consent to the reference to our Firm under the heading "Experts" in such Prospectus.

/s/ Marcum LLP

Marcum LLP
New Haven, Connecticut
September 14, 2021