

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 20, 2023

Pasithea Therapeutics Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-40804

(Commission File Number)

85-1591963

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

1111 Lincoln Road, Suite 500
Miami Beach, FL 33139

(Address of principal executive offices, including zip code)

(702) 514-4174

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of Each Class:	Trading Symbol	Name of Each Exchange on which Registered
Common Stock, par value \$0.0001 per share	KTTA	The Nasdaq Capital Market
Warrants to purchase shares of common stock, par value \$0.0001 per share	KTTAW	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On July 20, 2023, Pasithea Therapeutics Corp. (the "Company") issued a press release announcing that the Company intends to commence a tender offer (the "Tender Offer") to purchase for cash up to \$4.0 million of value of its common stock, \$0.0001 par value per share ("Common Stock"), at an anticipated cash purchase price of \$0.70 per share.

The press release attached hereto as Exhibit 99.1 is for informational purposes only and is neither a recommendation, an offer to purchase nor a solicitation of an offer to sell securities. The Tender Offer described in this statement and the accompanying exhibit has not yet commenced. The solicitation of offers to buy shares of the Company's Common Stock will only be made pursuant to an Offer to Purchase and other related documents that the Company will send to its stockholders once the Tender Offer has commenced. Stockholders of the Company are urged to read these materials when they become available, as well as any other relevant documents filed with the Securities and Exchange Commission ("SEC") when they become available, carefully and in their entirety because they will contain important information, including the terms and conditions of the tender offer. Those materials will be distributed by the Company to the Company's stockholders at no expense to them.

Upon commencement of the Tender Offer, the Company will file the Offer to Purchase and other related documents with the SEC, and, when available, investors may obtain them for free from the SEC at its website (www.sec.gov) or free of charge from the Company as described in Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release of Pasithea Therapeutics Corp. issued July 20, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 20, 2023

PASITHEA THERAPEUTICS CORP.

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



Pasithea Therapeutics Announces Intention to Commence a \$4.0 Million Tender Offer for its Common Stock at Price of \$0.70 per Share in Cash

-- Tender Offer Expected to Close Third Quarter of 2023 --

PALO ALTO, Calif. and MIAMI, Florida, July 20, 2023 (GLOBE NEWSWIRE) -- Pasithea Therapeutics Corp. (NASDAQ: KTTA) ("Pasithea" or the "Company"), a biotechnology company focused on the discovery, research, and development of innovative treatments for central nervous system (CNS) disorders, today announced that its Board of Directors (the "Board") has authorized the repurchase, through a \$4.0 million tender offer ("Tender Offer"), of up to approximately 5.7 million shares of the Company's outstanding common stock, at an anticipated cash purchase price of \$0.70 per share.

Pasithea's executive officers and directors have informed the Company that they do not intend to tender any shares of common stock in the Tender Offer. To the extent the Tender Offer is oversubscribed, the Company will accept shares for purchase in the Tender Offer on a pro rata basis.

Pasithea anticipates consummating the Tender Offer during the third quarter of 2023.

Tender Offer Statement

Pasithea has not commenced the Tender Offer, and the description of the Tender Offer contained in this press release is neither an offer to purchase nor a solicitation of an offer to sell shares of Pasithea. There can be no assurance that any tender offer will be commenced or if commenced that it will be consummated.

This press release is for informational purposes only and is not a recommendation, an offer to buy, nor the solicitation of an offer to sell, any shares. The full details of any tender offer, including complete instructions on how to tender shares, will be included in the offer to purchase, the letter of transmittal and related materials, which will be distributed to stockholders promptly following commencement of the offer. Stockholders should read carefully the offer to purchase, the letter of transmittal and other related materials when they are available because they will contain important information.

Once the Tender Offer has commenced, copies of the offer to purchase, the letter of transmittal and other related materials will be filed with the Securities and Exchange Commission, and will be available free of charge at the Commission's website at www.sec.gov and on the Investors section of Pasithea's website at www.ir.pasithea.com. When available, shareholders also may obtain a copy of these documents from the Company, free of charge, by directing a request to: Secretary, Pasithea Therapeutics Corp., 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, Email info@pasithea.com, Telephone (702) 514-4174.

About Pasithea Therapeutics Corp.

Pasithea Therapeutics is a biotechnology company primarily focused on the discovery, research and development of innovative treatments for central nervous system (CNS) disorders and RASopathies. With an experienced team of experts in the fields of neuroscience, translational medicine, and drug development, Pasithea is developing new molecular entities for the treatment of neurological disorders, including Neurofibromatosis type 1 (NF1), Amyotrophic Lateral Sclerosis (ALS) and Multiple Sclerosis (MS).

Forward Looking Statements

This press release contains statements that constitute "forward-looking statements" made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include all statements, other than statements of historical fact, regarding the Company's current views and assumptions with respect to future events regarding its business, as well as other statements with respect to the Company's plans, assumptions, expectations, beliefs and objectives with respect to statements about the expected tender offer, including the value of the Company's common stock expected to be offered to be purchased in the tender offer, and whether the tender offer is actually commenced and consummated as planned or at all, product development, clinical studies, clinical and regulatory timelines, market opportunity, competitive position, business strategies, potential growth opportunities and other statements that are predictive in nature. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company. While the Company believes these forward-looking statements are reasonable, undue reliance should not be placed on any such forward-looking statements, which are based on information available to the Company on the date of this release. These forward-looking statements are based upon current estimates and assumptions and are subject to various risks and uncertainties, including factors set forth in the Company's most recent Form 10-K, Form 10-Q and other factors set forth in the Company's most recent Annual Report on Form 10-K, Quarterly Report on Form 10-Q and other filings made with the U.S. Securities and Exchange Commission (SEC). Thus, actual results could be materially different. The Company undertakes no obligation to update these statements whether as a result of new information, future events or otherwise, after the date of this release, except as required by law.

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