

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): **September 14, 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)

(786) 977-3380

(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 7.01. Regulation FD Disclosure.

On September 14, 2023, the Company issued a press release relating to the expiration and final results of the Tender Offer (defined below) described in Item 8.01 hereof, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information included in this Item 7.01 and Exhibit 99.1 to this Current Report on Form 8-K shall not be deemed "filed" for the purposes of or otherwise subject to the liabilities under Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Unless expressly incorporated into a filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act made after the date hereof, the information contained in this Item 7.01 and Exhibit 99.1 hereto shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 8.01. Other Events

On September 14, 2023, the Company disclosed the final results of its previously announced tender offer to acquire up to 5,714,285 shares of the Company's common stock, par value \$0.0001 per share, at a price of \$0.70 per share in cash, less any applicable withholding taxes and without interest (the "Tender Offer").

Based on the final results provided by Broadridge Corporate Issuer Solutions, LLC, the depository for the Tender Offer (the "Depository"), 5,323,451 shares of the Company's common stock were validly tendered and not properly withdrawn at a purchase price of \$0.70 per share. Accordingly, there will be no proration and the Company has accepted

for purchase all shares of common stock validly tendered and not properly withdrawn in the Tender Offer. The Depository will promptly pay for all of the shares of common stock accepted for purchase in accordance with the terms and conditions of the Tender Offer.

The Company has 20,819,956 shares of common stock outstanding following payment for the shares of common stock purchased in the Tender Offer.

Broadridge Corporate Issuer Solutions, LLC, is also serving as the information agent for the Tender Offer. For all questions relating to the Tender Offer, please contact: Secretary, Pasithea Therapeutics Corp., 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, Email info@pasithea.com, Telephone (786) 977-3380 or Broadridge Corporate Issuer Solutions, LLC, Telephone (855) 793-5068, email shareholder@broadridge.com.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press release of Pasithea Therapeutics Corp. issued September 14, 2023. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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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.

PASITHEA THERAPEUTICS CORP.

Dated: September 14, 2023

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

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Pasithea Therapeutics Corp. Announces Final Results of Tender Offer***– Purchases All 5,323,451 Shares Validly Tendered at \$0.70 per Share –***

PALO ALTO, Calif. and MIAMI, Florida, September 14, 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 the final results of its previously announced tender offer to acquire up to 5,714,285 shares of its common stock, par value \$0.0001 per share, at a price of \$0.70 per share in cash, less any applicable withholding taxes and without interest. The tender offer expired at 5:00 p.m. on September 8, 2023 and was funded entirely through the Company’s cash on hand.

Based on the final results, a total of 5,323,451 shares of common stock were validly tendered and not withdrawn. Accordingly, there has been no proration and the Company has accepted for purchase all shares of common stock validly tendered.

“We believe Pasithea stockholders have sent a clear signal expressing confidence in our go-forward plans, given that lower than the maximum quantity of shares was tendered in the offer. We are happy to execute this stock buyback and provide liquidity to stockholders who were seeking an exit, at a premium to the prevailing market price, and at the same time provide remaining stockholders who did not want to participate an opportunity to increase their relative percentage ownership in Pasithea at no additional cost to them. Over the past 9 months Pasithea has repurchased in excess of 8.5 million shares of common stock,” commented Dr. Tiago Reis Marques, CEO of Pasithea. “Pasithea has successfully executed these repurchases while preserving sufficient cash to continue to execute its business plan and achieve upcoming value-creating milestones in its existing therapeutic pipeline. We look forward to advancing our next generation macrocyclic MEK inhibitor into the clinic as well as selecting our lead Alpha 5 Beta 1 drug candidate for the treatment of ALS,” concluded Dr. Marques.

Following completion of the tender offer there will be 20,819,956 shares of Pasithea’s common stock outstanding.

Broadridge Corporate Issuer Solutions, LLC (“Broadridge”), the depository for the tender offer, will promptly pay for all of the shares of common stock accepted for purchase in accordance with the terms and conditions of the tender offer.

Broadridge is also serving as the information agent for the tender offer. For all questions relating to the tender offer, please contact: Secretary, Pasithea Therapeutics Corp., 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, Email info@pasithea.com, Telephone (786) 977-3380 or Broadridge Corporate Issuer Solutions, LLC, Telephone (855) 793-5068, email shareholder@Broadridge.com.

About Pasithea Therapeutics Corp.

Pasithea 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 tender offer, including the value of the Company’s common stock purchased in the tender offer, the success of the Company’s current and future business strategies, 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.

Contact

Patrick Gaynes
Corporate Communications
pgaynes@pasithea.com

Information Agent

Broadridge Corporate Issuer Solutions, LLC
(855) 793-5068
shareholder@Broadridge.com
