

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): December 28, 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

(IRS Employer
Identification No.)

**4400 Route 9 South, Suite 3100
Miami Beach, FL**

(Address of principal executive offices)

33139

(Zip Code)

Registrant's telephone number, including area code: **(786) 977-3380**

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 (see General Instruction A.2. below):

- 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(s)	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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 3.03. Material Modification to Rights of Security Holders.

The information contained in Item 5.03 below is incorporated by reference into this Item 3.03.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Reverse Stock Split

On December 28, 2023, Pasithea Therapeutics Corp. (the "Company") filed a Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company with the Secretary of State of the State of Delaware (the "Certificate of Amendment"), reflecting a one-for-twenty reverse stock split (the "Reverse Stock Split") of the Company's issued and outstanding shares of common stock, par value \$0.0001 (the "Common Stock"), to be effected at 12:01 a.m. Eastern Time on January 2, 2024. In connection with the Reverse Stock Split, the CUSIP number for the Common Stock will change to 70261F202.

The Company anticipates that the Common Stock will begin trading on a Reverse Stock Split-adjusted basis at market open on January 2, 2024.

As a result of the Reverse Stock Split, every twenty shares of Common Stock issued and outstanding will be converted into one share of Common Stock, with a corresponding reduction in the number of authorized shares of Common Stock from 495,000,000 to 100,000,000. The Reverse Stock Split will affect all stockholders uniformly and will not alter any stockholder's percentage interest in the Company's equity, except to the extent that the Reverse Stock Split would result in some stockholders owning a fractional share. No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to receive a fractional share will instead receive a cash payment (without interest) equal to such fraction multiplied by the average of the closing sales prices of Common Stock on The Nasdaq Capital Market for the five consecutive trading days immediately preceding the effective date of the Reverse Stock Split (with such average closing sales prices being adjusted to give effect to the Reverse Stock Split).

The Reverse Stock Split will not change the par value of the Common Stock. All outstanding securities entitling their holders to purchase shares of Common Stock or acquire shares of Common Stock, including stock options, convertible debt and warrants, will be adjusted as a result of the Reverse Stock Split, as required by the terms of those securities.

At the Company's 2023 Annual Meeting of the Stockholders held on December 19, 2023, the Company's stockholders granted the Board of Directors of the Company (the "Board") the discretion to effect the Reverse Stock Split at a ratio of not less than 1-for-2 and not more than 1-for-20, with such ratio to be determined by the Board. On December 21, 2023, the Board approved a Reverse Stock Split ratio of 1-for-20 and authorized the filing of the Certificate of Amendment with the State of Delaware.

The foregoing description of the Certificate of Amendment is a summary of the material terms thereof, does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed with this report as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Pasithea Therapeutics Corp., dated December 28, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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SIGNATURES

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: December 28, 2023

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

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**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PASITHEA THERAPEUTICS CORP.**

Pasithea Therapeutics Corp. (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: That the certificate of incorporation of the Corporation, as heretofore amended and restated (the "Current Charter") is hereby amended as follows:

Article IV of the Current Charter, be and hereby is further amended by replacing paragraph (A) of Article IV with the following:

"A. Classes of Stock. The total number of shares of all classes of capital stock that the Company is authorized to issue is 105,000,000 shares. The authorized capital stock is divided into: (i) 100,000,000 shares of common stock having a par value of \$0.0001 per share (hereinafter, the "Common Stock") and (ii) 5,000,000 shares of preferred stock having a par value of \$0.0001 per share (hereinafter, the "Preferred Stock").

Upon the effectiveness ("Effective Time") of the filing of this Certificate of Amendment, a one-for-twenty reverse stock split (the "Reverse Split") of the Company's Common Stock, par value \$0.0001 per share, shall become effective, pursuant to which each twenty shares of Common Stock issued and outstanding and held of record by each stockholder of the Company or issued and held by the Company in treasury immediately prior to the Effective Time ("Old Common Stock") shall automatically, and without any action by the Company or the holder thereof, be reclassified and combined into one (1) validly issued, fully paid and non-assessable share of Common Stock ("New Common Stock"). The Reverse Split shall also apply to any outstanding securities or rights convertible into, or exchangeable or exercisable for, Old Common Stock and all references to such Old Common Stock in agreements, arrangements, documents and plans relating thereto or any option or right to purchase or acquire shares of Old Common Stock shall be deemed to be references to the New Common Stock or options or rights to purchase or acquire shares of New Common Stock, as the case may be, after giving effect to the Reverse Split.

No fractional shares of Common Stock will be issued as a result of or in connection with the Reverse Split. Stockholders of record who otherwise would be entitled to receive fractional shares, will be entitled to receive a cash payment (without interest) in lieu of fractional shares, equal to such fraction multiplied by the average of the closing sales prices of our Common Stock on the exchange the Company is currently trading during regular trading hours for the five consecutive trading days immediately preceding the effective date of the Reverse Split (with such average closing sales prices being adjusted to give effect to the Reverse Split).

Each holder of record of a certificate or certificates for one or more shares of the Old Common Stock shall be entitled to receive as soon as practicable, upon surrender of such certificate, a certificate or certificates representing the largest whole number of shares of New Common Stock to which such holder shall be entitled pursuant to the provisions of the immediately preceding paragraphs. Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of New Common Stock after the Effective Time into which the shares formerly represented by such certificate have been reclassified as well as the right to receive cash in lieu of fractional shares of New Common Stock after the Effective Time."

SECOND: The amendments set forth in this Certificate of Amendment were duly adopted by the Board of Directors of the Corporation and the stockholders of the Corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.

THIRD: This Certificate of Amendment shall be effective as of 12:01 am Eastern Time on January 2, 2024.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 28th day of December, 2023.

PASITHEA THERAPEUTICS CORP.

/s/ Tiago Reis Marques

Tiago Reis Marques
Chief Executive Officer and Director
