

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): January 17, 2024

**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	KT TA	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 8.01 Other Events**

As previously reported, on January 19, 2023, Pasithea Therapeutics Corp. (the "Company") received a notice from the Listing Qualifications Department of The Nasdaq Stock Market ("Nasdaq") indicating that the Company was not in compliance with the \$1.00 minimum bid price requirement, as set forth in Nasdaq Listing Rule 5550(a)(2), and on July 19, 2023, the Company received a subsequent notice extending the deadline to regain compliance to January 15, 2024.

On January 17, 2024, the Company received a letter from Nasdaq stating that the Common Stock had maintained a closing bid price at or above \$1.00 per share for a sufficient number of consecutive business days to regain compliance with the minimum bid price requirement, and that the matter is now closed.

**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: January 18, 2024

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