

**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): **June 20, 2025**

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.)

1111 Lincoln Road, Suite 500
Miami Beach, Florida 33139
(Address of principal executive offices) (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 (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 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 (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 June 20, 2025, Pasithea Therapeutics Corp. (the "Company") increased the maximum aggregate offering price of the shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock") issuable under the At The Market Offering Agreement (the "Sales Agreement") with H.C. Wainwright & Co., LLC, dated November 26, 2024, from \$2,076,000 to \$4,227,000 and filed a prospectus supplement (the "Current Prospectus Supplement") to register an aggregate of \$2,151,000 of additional shares of Common Stock available to be sold under the Sales Agreement as of the date hereof. Prior to the date hereof, the Company sold shares of Common Stock having an aggregate sales price of approximately \$2,075,688 under the Sales Agreement. A copy of the legal opinion as to the legality of the shares of Common Stock covered by the Current Prospectus Supplement is filed as Exhibit 5.1 attached hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
5.1	Opinion of Lowenstein Sandler LLP
23.1	Consent of Lowenstein Sandler LLP (included in Exhibit 5.1)

1

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: June 20, 2025

By: /s/ Tiago Reis Marques

Name: Tiago Reis Marques

Title: Chief Executive Officer

2



June 20, 2025

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

Ladies and Gentlemen:

We have acted as counsel to Pasithea Therapeutics Corp., a Delaware corporation (the “Company”), in connection with the offer and sale by the Company from time to time of up to an aggregate of \$2,151,000 of additional shares of its common stock, par value \$0.0001 per share (the “Shares”) as of the date hereof, pursuant to the At The Market Offering Agreement, dated as of November 26, 2024 (the “Sales Agreement”) between the Company and H.C. Wainwright & Co., LLC (the “Agent”), as sales agent. The Shares are being offered for sale pursuant to the Company’s Registration Statement on Form S-3 (File No. 333-271010) (the “Registration Statement”) filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), and the rules and regulations promulgated thereunder, the prospectus, dated April 19, 2023 (the “Base Prospectus”), and the Prospectus Supplements filed pursuant to Rule 424(b) under the Securities Act, dated November 26, 2024 and June 20, 2025 (the “Prospectus Supplements,” and together with the Base Prospectus, the “Prospectus”).

We understand that the Shares are to be issued by the Company and sold by the Agent pursuant to the Sales Agreement, as described in the Registration Statement and the Prospectus.

In connection with this opinion, we have (i) investigated such questions of law, (ii) examined originals or certified, conformed or reproduction copies of such agreements, instruments, documents and records of the Company, such certificates of public officials and such other documents and (iii) received such information from officers and representatives of the Company as we have deemed necessary or appropriate for the purposes of this opinion.

In all such examinations, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of original and certified documents and the conformity to original or certified documents of all copies submitted to us as conformed or reproduction copies. As to various questions of fact relevant to the opinion expressed herein, we have relied upon, and assume the accuracy of, the representations and warranties set forth in the Sales Agreement, and certificates and oral or written statements and other information of or from public officials and officers and representatives of the Company.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares have been duly authorized for issuance, and when issued and paid for in accordance with, and subject to, the terms and conditions of the Sales Agreement, the Shares will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the applicable provisions of the General Corporation Law of the State of Delaware (the “DGCL”), as currently in effect, and reported judicial decisions interpreting such provisions of the DGCL.

The opinion expressed herein is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated herein. We undertake no obligation to supplement this letter if any applicable laws change after the date hereof or if we become aware of any facts that might change the opinion expressed herein after that date or for any other reason.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Current Report on Form 8-K filed by the Company on the date hereof and which is incorporated by reference into the Prospectus and to the references to this firm under the caption “Legal Matters” in the Prospectus. In giving these consents, we do not admit that we are “experts” within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Lowenstein Sandler LLP

Lowenstein Sandler LLP
