

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 10, 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	KTТА	The Nasdaq Capital Market
Warrants to purchase shares of Common Stock, par value \$0.0001 per share	KTТАW	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 5.08 Shareholder Director Nominations

On July 10, 2025, the board of directors (the "Board") of Pasithea Therapeutics Corp. (the "Company") set the date for the Company's 2025 annual meeting of stockholders (the "2025 Annual Meeting") as September 3, 2025. The Company expects to begin delivering and making available the proxy materials for the 2025 Annual Meeting on or about July 24, 2025. Because the 2025 Annual Meeting will be held more than thirty (30) days after the anniversary date of the Company's 2024 annual meeting of stockholders, the Company is filing this Current Report on Form 8-K to provide the due date for the submission of any qualified stockholder proposals or qualified stockholder director nominations with respect to the 2025 Annual Meeting.

Stockholders who intend to present proposals for inclusion in the proxy materials for the 2025 Annual Meeting under Rule 14a-8 ("Rule 14a-8") promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), must ensure that such proposals are received by the Company, in writing at 1111 Lincoln Road, Suite 500, Miami Beach, FL 33139, no later than July 21, 2025, which the Company has determined to be a reasonable time before it expects to begin to deliver and make available its proxy materials, and must furthermore comply with all applicable requirements of Rule 14a-8 promulgated under the Exchange Act.

In addition to satisfying the foregoing requirements, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act by July 21, 2025, the tenth calendar day following the date of this Current Report on Form 8-K publicly announcing the date of the 2025 Annual Meeting.

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: July 11, 2025

By: /s/ Tiago Reis Marques

Name: Tiago Reis Marques

Title: Chief Executive Officer